

CONSTITUTION OF THE AUSTRALIAN FEDERATION OF MEDICAL WOMEN

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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 Associations of the Australian States and Territories.

1.2 AIM AND OBJECTS

The Aim of the Federation shall be to promote 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 advance the interests of medical women in all matters relation to their professional work by continuing education and other means

1.2.2 To act for and represent Australian medical women in all matters of mutual interest at national and international levels.

1.2.3 To affiliate with the Medical Women’s International Association and any other national or international organisation 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 such events.

1.3 DEFINITIONS

In this Constitution:

1.3.1 The Federation means the Australian Federation of Medical Women

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 Secretary means the person holding office under this Constitution as Honorary Secretary of the Federation.

1.3.7 The Annual Council Meeting means the annual business meeting of the Federation.

1.3.8 The Triennial Council Meeting means the Annual Council Meeting held at the conclusion of the President's 3rd year of office.

1.3.9 The Triennial General Meeting is the general meeting of the members of the Federation held immediately after the Triennial Council Meeting.

1.3.10 A Special General Meeting is any other general meeting 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 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 of the Federation. 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, either within a Member Organisation or on an individual basis as described in 2.1.3. No affiliation fee is payable for Associate Members and they do not have the right to vote or hold Council office.

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 the Constitution.

2.2.1 Member Organisations

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. If 60% of those present and entitled to vote are in favour of admitting the Association or Society to membership, the application shall be accepted.

2.2.2 Full Members

The Secretary or other responsible officer of any Member Organisation shall forward to the Secretary of the Federation a complete list of all its members over each year. All those medical women 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. Admission shall be by vote of the Council of the Federation and after payment of dues.

2.2.4 Associate Members

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

2.2.4.1 By inclusion in the annual list of members sent to the Federation by their Member Organisation, or

2.2.4.2 Where no Member Organisation exists, by the same procedure as for Individual Members (as defined in 2.2.3).

2.3 APPLICATION FOR MEMBERSHIP

2.3.1 As soon as practicable after receiving an application for membership, the Secretary of the Federation must refer the application to the Council which is to determine whether or not to approve 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 has approved the application, request the Individual Member or Organisation to pay the sum payable under this Constitution as the annual subscription.

2.3.3 On payment of fees 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 The Federation is affiliated with the Medical Women's International Association and dues are payable to MWIA on behalf of all Full and Individual Members.

2.4.2 AFMW may form affiliations with organisations which share the Aims and Objects of the Federation but which do not have membership exclusively of medical women.

2.5 REGISTER OF MEMBERS

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

2.5.2 The Secretary will keep a Register of the nominated Council representatives of each Member Organisation and shall update the Register as soon as practical upon notification, by the organisation, of a change of representative.

2.5.3 The Secretary will keep a Register of Individual Members and individual 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 the change is made.

2.5.4 The Register of Members, (in written or electronic form) must be open for inspection by any member of the Federation, free of charge and at any reasonable hour. A member of the Federation may obtain a copy of any part of the Register (subject to clause 2.5.5 below)

2.5.5 If a member requests that any information contained on the Register about the member (other than her name) not be available for inspection, that information must not be made available for inspection.

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

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

2.5.6.2 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 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 subscription payable under clause 2.9 within three months after the fee is due.

2.7.2 A Member Organisation 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 affiliation fee payable on behalf of its members under clause 2.9 within three months after the fees become 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 due 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 due to the Federation, may resign her membership having given appropriate notice to the Secretary (as in 2.8.1.above).

2.8.3 An Associate Member may resign by giving appropriate notice to the Secretary.

2.8.4 The Secretary must amend the Register of Members to note the date on which the Organisation or Individual ceased to be a member.

2.9 FEES AND SUBSCRIPTIONS

2.9.1 The Council, at its Annual Council Meeting shall determine the annual subscription payable by Member Organisations.

2.9.2 Unless otherwise determined by the Council, each Member Organisation shall pay to the Federation in respect of each of its Full Members registered as of **31st December** of the preceding year, the following dues:

2.9.2.1 An annual subscription as determined above (which includes the amount to be paid on behalf of each member to the Medical Women's International Association), and

2.9.2.2 such per capita levy as may be determined from time to time by the Council.

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

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

2.10 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 Federation as required by clause 2.9.

3. COUNCIL AND EXECUTIVE

3.1 COMPOSITION AND MEMBERSHIP OF COUNCIL

3.1.1 The governing body of the Federation shall be the Council which shall consist of:

3.1.1.1 The office bearers of the Executive who shall be the President, the Vice-President, the Honorary Secretary and the Honorary Treasurer, and

3.1.1.2 Two representatives from each of the Member Organisations, appointed to the Council by their respective organisations, and

3.1.1.3 A representative of the Individual Members, elected (in the event of more than one nomination) by postal or electronic ballot of those Members, and

3.1.1.4 A Rural Councillor, and

3.1.1.5 A Recent Graduate Councillor, who should be no more than 7 years from graduation, and

3.1.1.6 A Councillor who is less than 40 years of age and can represent the Federation at the MWIA Young Forum, and

3.1.1.7 The immediate Past President, who attends in an ex-officio capacity.

3.1.2 The names of Councillors appointed by Member Organisations shall be forwarded to the Secretary of the Federation at least six weeks prior to the date fixed for the Annual Meeting of Council. Any change of Councillors made by Member Organisations must be promptly notified to the Secretary.

3.1.3 The AFMW Council will elect a National Coordinator for a three year term. The National Coordinator, along with the President, acts as the liaison between the Federation and the MWIA. The National Coordinator is an ex-officio member of the Council without the power to vote. If the National Coordinator elected is a Councillor representing a Member Organisation, then the relevant organisation will be invited to nominate another representative. The National Coordinator may be re-elected once to serve a total of six years consecutively.

3.1.4 The Rural Councillor, Young Forum Councillor and Recent Graduate Councillor shall be selected by Council from those members who have expressed an interest in serving as representatives of these membership groups.

3.1.5 A Council position may be held jointly (as a job-sharing arrangement) by two members: a principal and an alternate. The voting right will be exercised by the principal if she is present at the Council meeting, or otherwise by her alternate.

3.1.6 Any member of the Federation who is a member of the executive of the Medical Women's International Association or a Chair (or co-Chair) of an MWIA standing committee shall be an ex-officio member of Council without the power to vote.

3.1.7 No Councillor shall serve more than six years consecutively, unless she is elected as an office bearer.

3.1.8 If a casual vacancy occurs among the Councillors representing Member Organisations, 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.

3.1.9 The members of the Council may act notwithstanding any vacancy occurring on the membership of the Council and no acts or proceedings of the Council shall be invalidated by reason of any such vacancy.

3.1.10 A 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 Resigns office (by notice in writing given to the Secretary), or

3.1.10.4 Is removed from office under sub-clause 3.6, or

3.1.10.5 Is absent, without reasonable excuse or the Consent of the Council, from three consecutive meetings of the Executive or Council, respectively, or

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

3.1.10.7 Is disqualified from office under the Act, section 63(1)

3.1.10.8 Becomes a mentally incapacitated person.

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 Federation, and

3.2.2 may exercise all the functions of the Federation, other than those functions which 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 COMPOSITION AND MEMBERSHIP 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, two “ordinary members” (Councillors elected by the Council), and the National Coordinator.

3.3.2 Office bearers shall be a President, a Vice-President, an Honorary Secretary and an Honorary Treasurer.

3.3.3 The President directs the administration and governance of the Federation and is responsible for carrying out the policy of the Federation.

The President, or in the event of her absence or incapacity, the Vice-President, is the Chair of Executive, Council and General meetings of the Federation.

3.3.4 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 SECRETARY AND TREASURER

3.4.1 The office and postal address of the Federation shall be determined by the Council.

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3.4.2 The duties of the **Honorary Secretary of the Federation include:**

3.4.2.1 Keeping and updating the Register of Members (as set out in clause 2.5) including the lists of Full and Associate Members submitted each year by the Member Organisations and the list of Individual Members and Associate Members whose membership applications have been approved by Council.

3.4.2.2 Keeping minutes of all elections and appointments of office bearers and members of the Executive and Council.

3.4.2.3 Preparing an agenda and supporting documents for each Executive and Council Meeting, and keeping minutes of the names of Executive and Council members present at each meeting and all proceedings of the Executive or Council meeting.

3.4.2.4 Preparing, and circulating at the appropriate time, the agenda and supporting documents for the Annual Meetings of Council, the Triennial Meeting of the Council, the Triennial General Meeting of the Federation and any Special General Meeting of the Federation.

3.4.2.5 Keeping and circulating minutes of each of the meetings listed in 3.4.2.4 above.

3.4.3 Minutes of proceedings at a meeting must be signed by the Chair of the meeting or by the Chair of the next succeeding meeting.

3.4.4 The duties of **the Honorary Treasurer of the Federation include:**

3.4.4.1 Ensuring that all money due to the Federation is collected and received and that all payments authorised by the Council are made, and

3.4.4.2 Ensuring 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.

3.4.4.3 Arranging for the accounts of the Federation to be audited.

3.4.4.4 **Reporting to Council on the financial status of the Federation.**

3.5 ELECTION OF THE MEMBERS OF THE EXECUTIVE

Present **office bearers and members of the Executive** shall continue in office until the end of the Triennial General meeting which follows the Special Meeting at which this Constitution is adopted.

3.5.1 Nominations for office bearers, **the National Coordinator** and the two ordinary **council members who are elected to the Executive**, must reach the Honorary Secretary, in writing, six weeks prior to the Triennial Meeting of Council.

3.5.2 Nominations and accompanying statements shall be forwarded to **Council members and** to Member Organisations at least **six** 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 member proposed. To be eligible for nomination as an office bearer, a member must have experience on Council.

3.5.4 **If more than one nomination for a position is received an** election shall take place at the Triennial Council Meeting by a ballot (**paper or electronic**) of the **Council members listed in clause 3.1 as being entitled to vote**. In the case of a tied vote, a second ballot will be 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 a position previously held by a member appointed to an Executive position

3.5.8 If insufficient nominations are received to fill all the vacancies on the Executive, the Candidates nominated are taken to be elected and further nominations are eligible to be received at the following Triennial General Meeting. If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.

3.6 REMOVAL OF EXECUTIVE OR COUNCIL MEMBERS

The Federation in a General Meeting may, by resolution, subject to section 50 of the Act, 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.

3.7 REPRESENTATIONS

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

3.7.2 The Executive shall place a call for nominations to Member Organisations and Individual Members outlining the role and responsibilities of such a representative.

3.7.3 Representatives shall be elected by the Council, by a ballot (paper or electronic) if more than one nomination is received. In the case of a tied vote a second ballot will be held. In the event of a second tie, the President shall have the casting vote.

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

4. MEETINGS OF THE FEDERATION

4.1 MEETINGS OF COUNCIL

4.1.1 The Council shall hold at least three meetings a year. If possible the Annual Council Meeting should be held face-to-face but may otherwise be held by electronic conferencing.

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

4.1.3 The quorum at all Council meetings shall be eight.

4.1.4 The Chair of a Council meeting will be the President or, in the absence of the President, the Vice-President or a Chair elected by the other members of the Council.

4.1.5 Every member holding a position on the Council (as specified in clause 3.1) shall be entitled to one vote. In the case of the absence from a meeting of one or both Councillors representing a Member Organisation, that organisation may appoint for the meeting one, or two proxies, as the case may be, who shall have the right to vote on all matters dealt with at the meeting. Written notice of proxies from the Member Organisation must be received by the Secretary prior to the commencement of a Council Meeting.

4.1.6 Minutes of Council meetings shall be kept and shall be circulated promptly to Councillors and Member Organisations.

4.1.7 The President may, with the acquiescence of Council, invite a guest or consultant to contribute to Council discussion.

4.2 ANNUAL MEETING OF COUNCIL

4.2.3 An Annual Meeting of the Council, (in person or by electronic conferencing) will be held at such time and place as shall be decided by the Council. All Full, Individual and Associate Members (as described in clause 2.2) are entitled to attend the meeting. Voting on business to be transacted at the Meeting is by the Council members (as set out in clause 3.1) who hold voting rights.

4.2.3 Subject to the Act, the Federation must hold its Annual Meeting of the Council:

4.2.3.1 within six months after the close of the Federation's financial year, or

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

4.2.4 In addition to any other business as may be transacted **at the 'annual general meeting' of an incorporated entity**, the business of the Annual Meeting of Council is to include the following:

4.2.4.1 to confirm the minutes of the previous Annual Council Meeting and of any Special General Meeting held since that meeting,

4.2.4.2 to receive from the **Executive and subcommittees** reports on the activities of the Federation during the preceding financial year,

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

4.2.5 At the conclusion of each President's three year term of office the Annual Meeting of Council will, as the "Triennial Council Meeting", include as an item of business, the election of the office bearers, the National Coordinator and the two ordinary Council members of the next Executive. The elections will be held as specified in clause 3.5

4.2.6 An 'annual general meeting' **of an incorporated entity** must be specified as such in the notice that convenes it.

4.3 SPECIAL MEETINGS OF COUNCIL

4.3.1 Special meetings of the Council may be called at any time:

4.3.1.1 by the direction of the President, and

4.3.1.2 shall be called by the President on the written request of not less than two Member Organisations, stating the business for which such a meeting is required.

4.3.2 Notice convening a Special Meeting of the Council shall specify the general nature of the business to be transacted at the meeting. Such a meeting shall be held within two months of a request being made.

4.4 MEETINGS OF EXECUTIVE

4.4.1 The Executive shall meet at such times as determined by the President and/or the Secretary. Such meetings may be in person, by electronic conferencing or other means as agreed on by the Executive.

4.4.2 The quorum for an Executive meeting shall be three. The total number of Executive members is to be seven.

4.4.3 Minutes shall be kept of Executive meetings and made available to Council members and to the secretaries of Member Organisations.

4.4.4 Members or Member Organisations wishing to introduce items of business for Executive consideration shall forward them to the Secretary. Such items shall be considered at the next meeting of the Executive

4.4.5 Executive members shall be given at least fourteen days' notice of meetings and receive an agenda and supporting documents seven days prior to a meeting.

4.4.6 The President shall provide a report of Executive activities to each Council meeting

4.4.7 The President may invite to Executive meetings any person she believes will contribute to their deliberations.

4.4.8 Special meetings of the Executive may be called at any time by the direction of the President to consider urgent business. Oral or written notice of a special 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.

4.5 DELEGATION BY COUNCIL TO SUB-COMMITTEES

The Council or Executive may, by instrument in writing, delegate to one or more sub-committees, consisting of such members of the Federation as the Council or Executive sees fit,

the exercise of specified powers or functions of the Council (other than any function which is a duty imposed on the Council under the Act or this power of delegation).

5. GENERAL MEETINGS OF THE FEDERATION

5.1 TRIENNIAL GENERAL MEETING OF THE FEDERATION

5.1.1 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. **Subject to any travel restrictions as may, at the time be in force, the meeting may be held by electronic conferencing.** Those entitled to attend this meeting are:

5.1.1.1 Members of the Council

5.1.1.2 All members of the Federation whether they have obtained membership through Member Organisations or have been admitted on the basis of Individual Membership or Associate Membership. **All members present in accordance with this Constitution can take part in discussion of any matter. Full or Individual members have the right to vote.**

5.1.2 At a Triennial General Meeting the business of the meeting shall include:

5.1.2.1 Confirmation of the minutes of the previous Triennial General Meeting and the Annual Meeting of Council.

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

5.1.2.3 **Appointment of auditor for the ensuing period.**

5.1.2.4 Receipt of the Secretary's report for the intervening period.

5.1.2.5 Announcement of the members elected as the office bearers, **National Coordinator and Councillors of the incoming Executive.**

5.1.2.6 The appointment of **representatives** to the Australian Medical Association or any other association or organisation to which the Council deems it advisable to have delegates.

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

5.2 SPECIAL GENERAL MEETING OF THE FEDERATION

5.2.1 The Council may, whenever it thinks necessary, convene a Special General Meeting of the Federation.

5.2.2 The Council must, on the requisition in writing of at least five percent of the total number of Full and Individual Members, convene a Special General Meeting of the Federation.

5.2.3 A requisition of members for a special general meeting:

5.2.3.1 Must state the purpose (or purposes) of the meeting, and

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

5.2.3.3 Must be lodged with the Secretary, and

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

5.2.4 If the Council fails to convene a special general meeting to be held within one 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 more than three months after that date.

5.2.5 A special general meeting convened by a member or members (as referred to in clause 5.2.4 above) must be convened as nearly as practicable in the same manner as general meetings are convened by the Council.

5.3 NOTICE OF A GENERAL MEETING OF THE FEDERATION

5.3.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Federation, the Secretary must, at least fourteen days before the date fixed for the holding of the general meeting give notice to each member specifying the date and time of the meeting and **the place arranged if it is to be held in person**

or, for a meeting held by electronic conferencing, the method of accessing the meeting. The notice shall also specify the nature of the business proposed to be transacted at the meeting.

5.3.2 If the nature of the business proposed to to be dealt with at a General Meeting **requires** a special resolution of the Federation, the Secretary must, at least twenty-one days before the date fixed for the holding of the meeting, give notice to each member specifying, in addition to the matters required under clause 5.3.1, the intention to propose the special resolution.

5.3.3 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 a Triennial General Meeting, business which may be transacted under clause 5.1.

5.3.4 A member desiring to bring any business before a General Meeting may give notice of that business, in writing, to the Secretary, who must include that business in the notice calling the next general meeting.

5.4 PRESIDING MEMBER

5.4.1 The President or, in the President's absence, the Vice-President, is to preside as the Chair at each general meeting of the Federation

5.4.2 If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to act as Chair at the meeting.

5.5 QUORUM AT A GENERAL MEETING

5.5.1 No item of business is to be transacted at a general meeting of the Federation unless a quorum of members, entitled under this Constitution to vote, is present during the time the meeting is considering that item.

5.5.2 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.

5.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

5.5.3.1 if convened on the requisition of members, is to be dissolved, and

5.5.3.2 in any other case, is to stand adjourned to the same day in the following week at the same time and (unless a different arrangement is specified at the time of the adjournment by the Chair of the meeting) at the same place **if held in person or by the same meeting access if held by electronic conferencing.**

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

5.6 ADJOURNMENT OF A GENERAL MEETING

5.6.1 The Chair of a general meeting of the Federation at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting to a **later time or different venue**, but no business is to be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

5.6.2 If a general meeting is adjourned for fourteen days or more, the Secretary must give notice of the adjourned meeting to each member of the Federation stating the date, time, **place or method of access of the meeting** and the nature of the business to be transacted at the meeting.

5.7 MAKING OF DECISIONS

5.7.1 A question arising at a general meeting of the Federation may be determined by:

5.7.1.1 a show of hands **if the meeting is being conducted in person**, or

5.7.1.2 **electronic voting if the meeting is being conducted by electronic conferencing**, or

5.7.1.3 **if on the motion of the Chair, or on the motion of five or more members present at the meeting, it is decided that the question should be determined by a secret ballot - then a written ballot or confidential electronic vote.**

5.7.2 If the question is to be determined by a show of hands, a declaration by the Chair that a resolution has, on the show of hands, been carried, carried unanimously, carried by a particular

majority or lost, an entry to that effect in the **minutes** of the Federation is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

5.7.3 If the question is to be decided by written **or electronic** ballot, the ballot is to be conducted in accordance with the directions of the Chair of the meeting.

5.7.4 On any question arising at a general meeting a member has one vote only.

5.7.5 In the case of an equality of votes on a question at a general meeting, the Chair of the meeting is entitled to exercise a casting vote.

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

5.7.7 Other than as specified in Clause 7.1.1, proxy voting must not be undertaken at or in respect of a general meeting.

5.7.8 The Federation may hold a postal ballot to determine any issue or proposal (other than an appeal under section **9.2**)

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

5.8 SPECIAL RESOLUTIONS

5.8.1 **Resolutions made by the Federation at a General Meeting which concern changes to the Constitution or Winding Up of the Federation are required to be Special Resolutions.**

**** (which other issues require special resolution??) ****

5.8.2 A special resolution by a general meeting may only be passed by voting. **According to the Regulation a Special Resolution is required to be passed by a 75% majority.**

6. FINANCE

6.1 The financial year of the federation shall be from the first day of July to the thirtieth day of June of the next year.

6.2 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.

6.3 Subject to any resolution passed by the Federation 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.

6.4 The Council shall have power to receive, hold, invest and expend the 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.

6.5 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.

6.6 No disbursements shall be made directly out of money received before such money shall have been paid into the bank account.

6.7 All payments whether by cheque, electronic transaction or other negotiable instrument shall be authorised by two of the elected office bearers.

6.8 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.

6.9 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.

6.10 In the event that the Treasurer fails to keep proper accounts of the Federation or fails to present audited accounts to meetings of Council or to general meetings of the Federation, then the Treasurer can be dismissed from office by a vote of the Council.

7. WINDING UP

7.1 The Federation may be wound up by a **special** resolution passed by a majority not less than three quarters (75%) 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 members, provided that:

7.1.1 the Quorum of such a meeting shall be one quarter of the members (or their proxies) of the Federation, and

7.1.2 the proposal shall have been previously approved by the Council of the Federation and by a majority of Member Organisations, and

7.1.3 **the Federation's funds are sufficient to cover its liabilities including the expense of winding up.**

7.2 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 as least a great as is imposed on the Federation.

8. ALTERATIONS TO THE CONSTITUTION

8.1 This Constitution may be altered or amended by a **special resolution passed at a Triennial 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 Individual Member or Member Organisation not less than six weeks before the date of such meeting.

8.2 A three quarters 75% majority of those present and eligible to vote is necessary to change the Constitution.

9. RESOLUTION OF DISPUTES OR COMPLAINTS

9.1 DISCIPLINING OF MEMBERS

9.1.1 Where the Executive is of the opinion that a Member Organisation or Individual Member or Associate has:

9.1.1.2 persistently refused or neglected to comply with a provision of the **Constitution**, or

9.1.1.2 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 or privileges of membership of the Federation as the Executive may determine for a specified period.

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

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

9.1.3.1 must give notice of the complaint to be served on the Member Organisation or Individual member concerned, and

9.1.3.2 must give the member at least fourteen days from the time the notice is served within which to make submissions to the Executive in connection with the complaint, and

9.1.3.3 the Executive must take into consideration any submissions made by the member in connection with the complaint.

9.1.4 The Executive may, by resolution, expel the member from the Federation or suspend the member from Membership of the Federation 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.

9.1.5 If the Executive expels or suspends a member the Secretary must, within seven 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 9.2.

9.1.6 The expulsion does not take effect:

9.1.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

9.1.6.2 if within that period the member exercises the right of appeal, unless and until the Council of the Federation confirms the resolution made under clause 9.1.4, whichever is the later.

9.2 RIGHT OF APPEAL OF A DISCIPLINED MEMBER

9.2.1 A member may appeal to the Council of the Federation in a special meeting (under clause 4.3) against a resolution of the Executive, within seven days after notice of the resolution is served on the member, by lodging a notice to that effect with the Secretary.

9.2.2 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.

9.2.3 On receipt of a notice from a member under sub clause 9.2.1 the Secretary must notify the Council which is to convene a special meeting of the Council to be held within twenty-eight days after the date on which the Secretary received the notice

9.2.4 At a special meeting of the Council convened under sub clause 9.2.3 :

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

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

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

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

9.3 RESOLUTION OF DISPUTES

9.3.1 A dispute between a member of the Federation and another member (in their capacity as members) 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.

9.3.2 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 under the Commercial Arbitration Act 1984.

10. ADMINISTRATION (MISCELLANEOUS)

10.1 The Federation may effect and maintain insurance.

10.2 **The Federation, as an incorporated entity, shall appoint a Public Officer ****

10.3 Change of name, Objects or 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 Secretary, **the Public Officer** or a Council member.

10.4 Custody of books and records.

Except as otherwise provided by this Constitution, books and documents relating to the Federation must be kept in the custody or under the control of the Secretary.

The accumulated records of the Federation (which was established in 1926) constitute a large amount of documentation. At the discretion of the Council, inactive or historical records may from time to time be archived. Document preservation and storage methods and site of

storage of physical records shall be determined by the Council after appropriate professional advice has been obtained.

10.5 Inspection of books and records.

The following documents must be open to inspection, **in person or by electronic transmission**, free of charge, by a member of the Federation at any reasonable hour:

10.5.1 this Constitution

10.5.2 records, books and other financial documents of the Federation

10.5.3 Minutes of Executive, Council and General meetings of the Federation

A member of the Federation may obtain a **paper or electronic** copy of any of these documents on payment of a fee of not more than \$1 per **copy**.

11. SERVICE OF NOTICES

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

11.1.1 by delivering it personally, or

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

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

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

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

11.2.2 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 postal service, and

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