

**CONSTITUTION
OF MEDICAL DEANS AUSTRALIA
AND NEW ZEALAND
INCORPORATED**

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PART 1 - PRELIMINARY**1. NAME**

The name of the incorporated association is Medical Deans Australia and New Zealand Incorporated (“the **Association**”).

2. DEFINITIONS

In this Constitution the following definitions apply, unless the context requires otherwise:

“**Accredited School**” means a medical school that has achieved Stage 1 and Stage 2 accreditation of its course leading to the award of a primary, registrable medical degree from the Australian Medical Council.

“**Accredited University**” means an Australian or New Zealand university with at least one Accredited School.

“**Additional Accredited School**” means, for a Full Member with more than one Accredited School, each of its Accredited Schools that is not the Full Member School.

“**Alternate Member's Representative**” has the meaning given in paragraph 17.1.

“**Associate Member**” means an Accredited University or Non-Accredited University (as the case may be) referred to in paragraph 4.7, which has been accepted as an Associate Member by the Committee.

“**Association**” has the meaning in paragraph 1.

“**Committee**” means the committee of management of the Association constituted under paragraph 15.

“**Director-General**” means the Director-General of the Department of Services, Technology and Administration (NSW).

“**financial year**” means a calendar year commencing on 1 January and ending on 31 December.

“**Full Member**” means an Accredited University referred to in paragraph 4.1, which has been accepted as a Full Member by the Committee.

“**Full Member School**” means, for a Full Member, the Accredited School in relation to which the Full Member was approved or accepted as a Full Member by the Committee.

“**Member**” means either a Full Member, a Transitional Member or an Associate Member and “**Membership**” has a corresponding meaning.

“**Member's Representative**” means the person who has been nominated to exercise the rights of the Member under paragraphs 4.1.4, 4.2 or 4.7.2(c) as such nomination may be amended from time to time by notice in writing by the Member to the Secretary.

“**Non-Accredited University**” means:

- (a) an Australian or New Zealand university with a medical school that has not yet achieved Stage 1 and Stage 2 accreditation of its course leading to the award of a primary, registrable medical degree from the Australian Medical Council; or
- (b) a university with a medical school in a country other than Australia or New Zealand.

“**Office Bearers**” has the meaning in paragraph 16.1.1.

“**Ordinary Committee Member**” has the meaning in paragraph 16.1.2.

“**President**” means the president of the Association.

“**Public Officer**” means the public officer for the purposes of the Act being the person appointed by the Committee from time to time to act as a public officer, but in the absence of appointment, the executive officer of the Association from time to time.

“**Secretary**” means:

- (a) the person holding office under this Constitution as secretary of the Association; or
- (b) if no such person holds that office – the Public Officer.

“**special general meeting**” means a general meeting of the Association other than an annual general meeting.

“**the Act**” means the *Associations Incorporation Act 2009* (NSW).

“**the Regulation**” means the *Associations Incorporation Regulation 2016* (NSW).

“**Transitional Member**” means an Accredited University referred to in paragraph 4.6, which has been accepted as a Transitional Member by the Committee.

“**Treasurer**” means the treasurer of the Association.

“**University**” means an Accredited University or a Non-Accredited University.

2.1 In this Constitution, unless the context requires otherwise:

- (a) a reference to a person includes a body corporate, a partnership and a corporation and vice versa;
- (b) headings are for convenience only and do not affect interpretation;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause, paragraph, schedule or annexure in or to this agreement;
- (d) a reference to a function includes a reference to a power, authority and duty; and
- (e) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

2.2 The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

3. OBJECTS

The objects of the Association are as follows:

- 3.1 uphold highest quality standards in medical education and clinical training;
- 3.2 develop, implement and share innovative approaches to medical and inter-professional education;
- 3.3 encourage students to reach for the highest personal and professional standards in their endeavours;
- 3.4 identify, address and lead national issues in medical education;
- 3.5 identify, address and lead national issues in medical research and translation into clinical care, policy and practice;
- 3.6 promote broader understanding and awareness of the importance medical education plays in providing a quality future medical workforce;

3.

- 3.7 through leadership, foster communication and partnerships amongst medical schools, State and Commonwealth governments and the wider health community;
- 3.8 support vertical integration of first medical degree in pre-vocational and vocational training;
- 3.9 play an active leadership role in promoting and developing relationships with medical schools and universities in other countries concerning medical education and medical research;
- 3.10 contribute to workforce planning in a constructive and future focussed perspective;
- 3.11 in conjunction with our Indigenous partner organisations, jointly lead the way in realising the potential of Aboriginal and Torres Strait Islander and Māori medical students embarking on a career in medicine, and non-Indigenous medical students and graduates practising with cultural competence and confidence in Indigenous health settings; and
- 3.12 anything reasonably incidental to achieving the above objects.

PART 2 – MEMBERSHIP

4. MEMBERSHIP QUALIFICATIONS

- 4.1 To qualify to become a Full Member, an applicant must:
 - 4.1.1 be an Accredited University;
 - 4.1.2 have been approved for Full Membership by the Committee;
 - 4.1.3 have paid all Membership fees pursuant to paragraph 11; and
 - 4.1.4 have nominated, by notice in writing to the Secretary, a person, having the duties of chief executive officer or an equivalent position of, or the title of Dean or Director of, the faculty, school or other designated unit that has academic responsibility for the course leading to the award of a primary, registrable medical degree, to exercise all of the Member's rights as a Member (subject to the Full Member giving notice to the Secretary under paragraph 4.4.3(a) ("**Member's Representative**").
- 4.2 Subject to paragraph 4.4, a Full Member with more than one Accredited School may appoint one additional Member's Representative for each Additional Accredited School.
- 4.3 An additional Member's Representative appointed under paragraph 4.2 must be a person having the duties of chief executive officer or an equivalent position of, or the title of Dean or Director of, the relevant Additional Accredited School.
- 4.4 If a Full Member appoints one or more additional Member's Representatives under paragraph 4.2:
 - 4.4.1 the Member's Representative appointed by the Full Member under paragraph 4.1.4, or subsequently nominated by the Full Member under paragraph 4.4.3(a) ("**Voting Representative**"), may exercise all of the Full Member's rights as a Member (including to vote at general meetings of the Association);
 - 4.4.2 subject to an appointment under paragraph 17 or 37, any Member's Representative who is not the Voting Representative may not exercise any of the Full Member's rights as a Member but may receive notices of meeting and may be present (but may not vote) at general meetings of the Association; and
 - 4.4.3 the Full Member:
 - (a) must, at the time of any appointment or removal of a Member's Representative, nominate, or confirm, by notice in writing to the Secretary, its Voting Representative; and

4.

- (b) may not change its Voting Representative other than in accordance with paragraph 4.4.3(a).
- 4.5 References in this Constitution to the Member's Representative of a Full Member are to the Full Member's Voting Representative.
- 4.6 Applicants for Full Membership who would qualify to become a Full Member but for the requirement in paragraph 4.1.3, qualify to be Transitional Members pending payment of fees pursuant to paragraph 11.
- 4.7 To qualify to become an Associate Member, an applicant must:
 - 4.7.1 be a Full Member who ceased Full Membership pursuant to paragraph 7.5; or
 - 4.7.2 meet all of the following criteria:
 - (a) be a Non-Accredited University;
 - (b) have been approved for Associate Membership by the Committee; and
 - (c) have nominated, by notice in writing to the Secretary, a person, having the duties of chief executive officer or an equivalent position of, or the title of Dean or Director of, the faculty, school or other designated unit that has academic responsibility for the course leading to the award of a primary, registrable medical degree, to exercise all of the Member's rights as a Member ("**Member's Representative**").
- 4.8 If the Member's Representative of a Member ceases to have the duties, position or title required under paragraphs 4.1.4, 4.3 or 4.7.2(c), the Member must promptly, by notice in writing to the Secretary, nominate a replacement Member's Representative, being a person having the requisite duties, position or title under those paragraphs.

5. **APPLICATION FOR MEMBERSHIP**

- 5.1 An application for Membership:
 - 5.1.1 must be made in writing in the form set out in Appendix 1 to this Constitution;
 - 5.1.2 must be nominated and seconded in each case by a Full Member in the form set out in Appendix 1 to this Constitution; and
 - 5.1.3 must be lodged with the Secretary.
- 5.2 As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.
- 5.3 As soon as practicable after the Committee makes that determination, the Secretary must:
 - 5.3.1 notify the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable); and
 - 5.3.2 if the Committee approved the nomination of a Full Member, request the applicant to pay (within a period of 28 days after receipt by the applicant of the request) the sum payable under this Constitution by a Full Member as an entrance fee under paragraph 11.
- 5.4 An applicant becomes a Member upon their name being entered on the register of Members and the Secretary must enter the applicant's name in the register of Members:
 - 5.4.1 for Full members, on payment of the amounts referred to in paragraph 11 within the period referred to in paragraph 5.3.2; and

5.4.2 for Associate Members and Transitional Members, immediately on approval of Membership.

6. MEMBERSHIP VOTING RIGHTS

6.1 The voting rights of Members are as follows:

6.1.1 Full Members have one vote;

6.1.2 Transitional Members and Associate Members do not have any voting rights (but are entitled to receive notices of meeting and be present at general meetings of the Association).

7. CESSATION AND TERMINATION OF MEMBERSHIP

7.1 An Accredited University ceases to be a Full Member if it ceases to be qualified for Full Membership.

7.2 An Accredited University or Non-Accredited University (as the case may be) ceases to be an Associate Member if:

7.2.1 it ceases to be qualified for Associate Membership under paragraph 4.7; or

7.2.2 it resigns Membership; or

7.2.3 its Membership is terminated under this Constitution.

7.3 An Accredited University ceases to be a Transitional Member if it resigns Membership.

7.4 Members are only entitled to exercise their Membership rights through their Member's Representative and if a Member exercises any Membership rights contrary to this provision the Committee may terminate the Member's Membership.

7.5 A Full Member ceases to be a Full Member if they fail to make a payment pursuant to paragraph 11 by the end of the financial year in which a request for payment is made.

7.6 A Full Member who ceases to be a Full Member pursuant to paragraph 7.5 can apply to become an Associate Member.

8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

8.1 A right, privilege or obligation which a University or its representative has by reason of being a Member or a Member's Representative:

8.1.1 is not capable of being transferred or transmitted to another person (other than by notice pursuant to paragraph 4.4.3(a) or paragraph 4.8); and

8.1.2 terminates on cessation of the Member's Membership.

9. RESIGNATION OF MEMBERSHIP

9.1 A Full Member is not entitled to resign that Membership except in accordance with this paragraph 9.

9.2 A Full Member who has paid all amounts payable by the Full Member to the Association in respect of the Full Member's Membership may resign from Full Membership by first giving to the Secretary written notice of at least twelve months (or such other period as the Committee may determine) of the Full Member's intention to resign and, on the expiration of the period of notice, the Full Member ceases to be a Full Member.

9.3 If a Full Member ceases to be a Full Member, the Secretary must make an appropriate entry in the register of Members recording the date on which the Full Member ceased to be a Full Member.

- 9.4 A Member other than a Full Member may resign as a Member by notice in writing to the Secretary.

10. REGISTER OF MEMBERS

- 10.1 The Public Officer must establish and maintain a register of Members specifying the name and address of each University who is a Member, its category of membership and the date on which the University became a Member.
- 10.2 The register of Members must be kept in New South Wales at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member at any reasonable hour.
- 10.3 A Member may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Committee, that other amount.
- 10.4 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.
- 10.5 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- 10.5.1 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
 - 10.5.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.

11. FEES AND SUBSCRIPTIONS

- 11.1 A Full Member must, on admission to Full Membership pay the applicable entrance fee (as determined by the Committee from time to time) within the period specified in paragraph 5.3.2 and in each subsequent year of Membership, pay to the Association an annual payment before 31 December in each calendar year, of an amount to be determined by the Committee on or before the annual general meeting held in that calendar year, or, if some other amount is determined from time to time by the Committee, that other amount.

12. MEMBERS' LIABILITIES

- 12.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership.

13. RESOLUTION OF INTERNAL DISPUTES

- 13.1 Disputes between Members (in their capacity as Members), and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW).
- 13.2 At least 7 days before a mediations session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator. The costs of the mediation must be borne equally by the parties to the dispute.

14. DISCIPLINING OF MEMBERS

- 14.1 There are no grounds upon which the Committee may discipline a Member.

PART 3 – THE COMMITTEE

15. POWERS OF THE COMMITTEE

- 15.1 Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Committee:
- 15.1.1 is to control and manage the affairs of the Association; and
 - 15.1.2 may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of Members; and
 - 15.1.3 has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

16. CONSTITUTION AND MEMBERSHIP

- 16.1 Subject, in the case of the first members of the Committee to section 28(2) of the Act, and in any event subject to paragraphs 16.5 and 16.6, the Committee is to consist of five Full Member's Representatives:
- 16.1.1 four of which are office-bearers of the Association as specified in paragraph 16.2 ("**Office-Bearers**"); and
 - 16.1.2 one of which is the Member's Representative of a Full Member ("**Ordinary Committee Member**"),
- each of whom is to be elected by ballot at annual general meetings of the Association under paragraph 18.1.
- 16.2 Each Office-Bearer of the Association must be a Member's Representative of a Full Member. Office-Bearers are to comprise:
- 16.2.1 a president;
 - 16.2.2 a vice-president;
 - 16.2.3 a treasurer; and
 - 16.2.4 a secretary.
- 16.3 Each member of the Committee is, subject to this Constitution, to hold office until the conclusion the annual general meeting two (2) years following the date of the member's election but is eligible for re-election.
- 16.4 There is no maximum number of consecutive terms for which a member of the Committee may hold office (either as an Office-Bearer or an Ordinary Committee Member).
- 16.5 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member's Representative of a Full Member to fill the vacancy (either as an Office-Bearer or an Ordinary Committee Member), and the Member's Representative so appointed is to hold office (as an Office-Bearer or an Ordinary Committee Member, as applicable), subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 16.6 If, in the opinion of the Committee, additional expertise or balance on the Committee is required, the Committee may co-opt a Member's Representative of a Full Member (or Member's Representatives of Full Members, as the case may require) to the Committee on the terms and for a period specified by the Committee from time to time.
- 16.7 Unless otherwise specified by the Committee from time to time, a member of the Committee who is appointed by co-option under paragraph 16.6 will hold office until the conclusion of

the second annual general meeting following the date of the appointment but is eligible for re-co-option.

17. **ALTERNATE MEMBER'S REPRESENTATIVES**

- 17.1 With the approval of the other Member's Representatives, a Member's Representative may appoint an alternate to exercise some or all of his or her powers or functions for a specified period ("**Alternate Member's Representative**").
- 17.2 If the appointing Member's Representative requests the Committee to give the Alternate Member's Representative notice of Committee meetings or general meetings of the Association, the Committee must do so.
- 17.3 When an Alternate Member's Representative exercises the Member's Representative's powers, the exercise of the powers is just as effective as if the powers were exercised by the Member's Representative.
- 17.4 The appointing Member's Representative may terminate the Alternate Member's Representative's appointment at any time. An appointment or its termination must be in writing. A copy must be given to the Committee.
- 17.5 The Alternate Member's Representative's appointment ceases when the appointing Member's Representative ceases to be a Member's Representative.
- 17.6 An Alternate Member's Representative has one vote for each Member's Representative for whom he or she is an alternate. If an Alternate Member's Representative is also a Member's Representative, he or she also has a vote as a Member's Representative.

18. **ELECTION OF MEMBERS**

- 18.1 Subject to paragraphs 16.5 and 18.4, elections for vacancies in the Committee are to take place by ballot at annual general meetings. The Committee must by written notice to all Members ("**Call for Nominations**") issued not less than 4 weeks, and not more than 5 months, prior to each annual general meeting call for nominations for elections to vacancies on the Committee. Nominations of candidates for election as Office-Bearers (under paragraph 16.1.1) or as an Ordinary Committee Member (under paragraph 16.1.2) must be made and seconded in each case by a Member's Representative of a Full Member by written nomination to the President (or in the President's absence, the chair of the annual general meeting). The nomination must be in the form of Appendix 3 or such other form approved by the Committee from time to time. Nominations must be lodged with the President or the chair of the annual general meeting (as the case may be) prior to the close of business on the 4th Monday after the Call for Nominations is given to Members, or within such other time agreed by the Committee.
- 18.2 A candidate may be nominated for a specified Office-Bearer position or positions and/or as the Ordinary Committee Member.
- 18.3 If a candidate is elected to an Office-Bearer position, the nomination of the candidate (if any) for other positions (including as Ordinary Committee Member) will lapse.
- 18.4 If there is only one candidate for a position, that person is taken to be elected to the position.
- 18.5 Where there is more than one candidate for a position, a ballot of Full Members attending must be held at the annual general meeting in such usual and proper manner as the Committee directs.
- 18.6 Where there is an equal number of votes for any position on the Committee, the successful appointee will be determined by lot conducted in such manner as the Committee determines.

19. **SECRETARY**

- 19.1 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

- 19.2 It is the duty of the Secretary to keep minutes of:
- 19.2.1 all appointments of Office-Bearers and Ordinary Committee Members;
 - 19.2.2 the names of members of the Committee present at a Committee meeting or a general meeting; and
 - 19.2.3 all proceedings at Committee meetings and general meetings.
- 19.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 19.4 The signature of the chairperson may be transmitted by electronic means for the purposes of paragraph 19.3.

20. **TREASURER**

- 20.1 It is the duty of the Treasurer to ensure:
- 20.1.1 that all money due to the Association is collected and received and that all payments authorized by the Association are made; and
 - 20.1.2 that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

21. **CASUAL VACANCIES**

- 21.1 For the purposes of this Constitution, a casual vacancy in the office of an Office-Bearer or Ordinary Committee Member occurs if:
- 21.1.1 the Full Member appointer of the Member's Representative who is such member ceases to be a Full Member; or
 - 21.1.2 the Office-Bearer or Ordinary Committee Member:
 - (a) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
 - (b) resigns office by notice in writing given to the Secretary; or
 - (c) is replaced as the Member's Representative of a Full Member under paragraph 4.8; or
 - (d) is removed from office under paragraph 22; or
 - (e) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

22. **REMOVAL OF MEMBER**

- 22.1 The Association in general meeting may by resolution remove any member of the Committee from the office of Office-Bearer or Ordinary Committee Member before the expiration of the member's term of office and may by resolution appoint another person (being a Member's Representative of a Full Member) to hold office until the expiration of the term of office of the member so removed.
- 22.2 If a member of the Committee to whom a proposed resolution referred to in paragraph 22.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Full Members of the Association, the Secretary or the President may send a copy of the representations to each Full Member or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. MEETINGS AND QUORUM

- 23.1 The Committee must meet at least 4 times in each period of 12 months at such place and time as the Committee may determine or as the Committee thinks fit including by telephone or other means of instantaneous audio (or audio and visual) communication. If a meeting is conducted by telephone or other means or instantaneous audio (or audio and visual) communication, then at the start of the meeting, each Committee member must acknowledge his or her presence for the purpose of the meeting to other Committee members taking part. A Committee member may not leave a Committee meeting conducted under this provision by disconnecting his or her telephone or other means of communication unless the Committee member has previously obtained the express consent of the other Committee members to leave the meeting.
- 23.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- 23.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under paragraph 23.3 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 Committee members present at the meeting unanimously agree to treat as urgent business.
- 23.5 Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 23.6 No business is to be transacted by the Committee 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 place or conducted in the same manner and at the same hour of the same day in the following week.
- 23.7 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.
- 23.8 At a meeting of the Committee:
- 23.8.1 the President or, in the President's absence, the vice-president of the Association is to preside; or
- 23.8.2 if the President and the vice-president of the Association are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

24. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 24.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member's Representatives as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- 24.1.1 this power of delegation; and
- 24.1.2 a function which is a duty imposed on the Committee by the Act or by any other law.
- 24.2 A function the exercise of which has been delegated to a sub-committee under this Constitution may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 24.3 A delegation under this Constitution 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.

- 24.4 Despite any delegation under this Constitution, the Committee may continue to exercise any function delegated.
- 24.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Constitution has the same force and effect as it would have if it had been done or suffered by the Committee.
- 24.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Constitution.
- 24.7 A sub-committee may meet and adjourn as it thinks proper.

25. **VOTING AND DECISIONS**

- 25.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee (as the case may be) present at the meeting.
- 25.2 Each Committee member present at a meeting of the Committee and each sub-committee member present at a meeting of the sub-committee (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.
- 25.3 Subject to paragraph 23.5, the Committee may act despite any vacancy on the Committee.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.
- 25.5 The Committee or a sub-committee may pass a resolution without a meeting being held if a majority of the members of the Committee or sub-committee entitled to vote on the resolution (and being not less than the number required for a quorum at that meeting) sign a document containing a statement that they are in favour of the resolution set out in the documents.
- 25.6 The resolution is passed when the last member required to make up a majority signs.
- 25.7 Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- 25.8 A document referred to in this paragraph must be sent to every member who is entitled to vote on the resolution (whether or not the member signs the document).

PART 4 – GENERAL MEETINGS

26. **ANNUAL GENERAL MEETINGS – HOLDING OF**

- 26.1 With the exception of the first annual general meeting of the Association, the Association must, within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its Members.
- 26.2 The Association must hold its first annual general meeting:
 - 26.2.1 within the period of 18 months after its incorporation under the Act; and
 - 26.2.2 within the period of 6 months after the expiration of the first financial year of the Association.
- 26.3 Paragraphs 26.1 and 26.2 have effect subject to any extension of permission granted by the Director-General under section 37(2)(b) of the Act.

27. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- 27.1 The annual general meeting of the Association is, subject to the Act and to paragraph 26.1, to be convened on such date and at such place and time as the Committee thinks fit, including by telephone or other means of instantaneous audio (or audio and visual) communication. If a meeting is conducted by telephone or other means or instantaneous audio (or audio and visual) communication, then at the start of the meeting, each Member's Representative must acknowledge his or her presence for the purpose of the meeting to the chair of the meeting. A Member's Representative may not leave the annual general meeting conducted under this provision by disconnecting his or her telephone or other means of communication unless the Member's Representative has previously obtained the express consent of the chair of the annual general meeting.
- 27.2 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:
- 27.2.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - 27.2.2 to receive from the Committee reports on the activities of the Association during the last preceding financial year;
 - 27.2.3 to elect Office-Bearers of the Committee and the Ordinary Committee Member of the Committee;
 - 27.2.4 to receive and consider any financial statement or report required to be submitted to Members under the Act.
- 27.3 An annual general meeting must be specified as such in the notice convening it.

28. SPECIAL GENERAL MEETINGS – CALLING OF

- 28.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 28.2 The Committee must, on the requisition in writing of at least 10 per cent of the total number of Full Members, convene a special general meeting of the Association.
- 28.3 A requisition of Members for a special general meeting:
- 28.3.1 must state the purpose or purposes of the meeting; and
 - 28.3.2 must be signed by the Full Members making the requisition; and
 - 28.3.3 must be lodged with the Secretary; and
 - 28.3.4 may consist of several documents in a similar form, each signed by one of more of the Members making the requisition.
- 28.4 If the Committee 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.
- 28.5 A special general meeting convened by a Member or Members as referred to in paragraph 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
- 28.6 For the purposes of paragraph 28.3:

- 28.6.1 a requisition may be in electronic form; and
- 28.6.2 a signature may be transmitted, and a requisition may be lodged, by electronic means.

29. NOTICE

- 29.1 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.
- 29.2 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 paragraph 29.1, the intention to propose the resolution as a special resolution.
- 29.3 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 paragraph 27.2
- 29.4 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.

30. PROCEDURE

- 30.1 No item of business is to be transacted at a general meeting unless a quorum of Members' Representatives entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 30.2 Not less than one half of all Full Members plus one present in person through their Member's Representatives constitute a quorum for the transaction of the business of a general meeting.
- 30.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- 30.3.1 if convened on the requisition of Members, is to be dissolved; and
- 30.3.2 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.
- 30.4 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 3) is to constitute a quorum.

31. PRESIDING MEMBER

- 31.1 The President or, in the President's absence, the vice-president of the Association, is to preside as chairperson at each general meeting of the Association.
- 31.2 If the President and the vice-president of the Association are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

32. ADJOURNMENT

- 32.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Full 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.

32.2 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.

32.3 Except as provided in paragraphs 32.1 and 32.2, 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.

33. **MAKING DECISIONS**

33.1 A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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 vote recorded in favour of or against that resolution.

33.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 Full Members present in person or by proxy at the meeting.

33.3 If a poll is demanded at a general meeting, the poll must be taken:

33.3.1 immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

33.3.2 in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

34. **ORDINARY RESOLUTION**

34.1 A resolution of the Association is an ordinary resolution if it is proposed:

34.1.1 at a general meeting of the association, or

34.1.2 in a postal or electronic ballot conducted by the Association in accordance with paragraph 38, and it is supported by:

(a) in the case of paragraph 34.1.1, more than half of the votes cast by members of the Association who are present at the meeting (in person or by proxy) and are entitled to vote on the proposed resolution; and

(b) in the case of paragraph 34.1.2, more than half of the votes cast by members of the Association who participated in the postal or electronic ballot.

35. **SPECIAL RESOLUTION**

35.1 A resolution of the Association is a special resolution:

35.1.1 if it is passed by a majority which comprises at least three-quarters of such Full Members of the Association as, being entitled under this Constitution so to do:

- (a) vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- (b) participate in a postal or electronic ballot conducted by the Association in accordance with paragraph 38;

35.1.2 where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph 35.1.1, the resolution may be passed in a manner specified by the Director-General.

36. **VOTING**

- 36.1 On any question arising at a general meeting of the Association a Full Member has one vote only.
- 36.2 All votes must be given personally or by proxy but no Member may hold more than 5 proxies.
- 36.3 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.

37. **APPOINTMENT OF PROXIES**

- 37.1 Each Full Member is to be entitled to appoint another Member (or Member's Representative or Alternate Member's Representative of a Member) as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 37.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to this Constitution.

38. **POSTAL OR ELECTRONIC BALLOTS**

- 38.1 The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal, including without limitation, any ordinary or special resolution.
- 38.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation as amended from time to time.

PART 5 – MISCELLANEOUS

39. **BY LAWS**

- 39.1 The Committee may, by resolution, create, amend or abolish by-laws in relation to any matter that does not directly contradict with this Constitution.

40. **PROCEDURE FOR VOLUNTARY WINDING-UP OF INCORPORATION**

- 40.1 The Association may be wound-up voluntarily in accordance with section 62 of the Act.

41. **INSURANCE**

- 41.1 The Association may effect and maintain insurance.

42. **FUNDS - SOURCE**

- 42.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of Full Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- 42.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

- 42.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. FUNDS - MANAGEMENT

- 43.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 43.2 The following persons are the only duly authorized officers for the purposes of withdrawing funds from the Association's bank account:
- 43.2.1 the Committee will, from time to time, approve duly authorized officer/s of the Association for the purpose of withdrawing funds from the Association's bank account, and the limit of those transactions;
- 43.2.2 for clarity, and without limiting anything else in this Constitution, the approval of duly authorized officer/s of the Association for the purposes of withdrawing of funds from the Association's bank account referred to in paragraph 43.2.1 also included, without limitation, the manner and mode of drawing and signing cheques, drafts, bills of exchange, promissory notes and other negotiable instruments on behalf of the Association.

44. ALTERATION OF OBJECTS AND CONSTITUTION

- 44.1 The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.

45. AUTHORITY TO SIGN CONTRACTS

- 45.1 The Association may execute any document (including a deed):
- 45.1.1 by affixing its common seal in the presence of 2 members of the Committee who attest to the affixation; or
- 45.1.2 without using the common seal if the document is signed by 2 authorized signatories of the Association authorized to execute the document in accordance with paragraph 45.3.
- 45.2 The common seal (if any) of the Association must be kept in the custody of the Public Officer.
- 45.3 The authority to execute documents, and sign, and enter, into contracts, on behalf of the Association may only be exercised and is only deemed to have been exercised with proper authority, if it is by the signature of a person or persons who have been nominated by the Committee in writing to execute documents or sign and enter into contracts, as the case may be (such authority may be limited to a particular document or documents or a particular contract or contracts or may apply to all documents or contracts, as the case may be, from time to time).

46. CUSTODY OF BOOKS

- 46.1 Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

47. INSPECTION OF BOOKS

- 47.1 Subject to paragraph 47.2, the records, books and other documents of the Association must be open to inspection, free of charge, by a Member of the Association at any reasonable hour.
- 47.2 The Committee may refuse to permit a Member to inspect a copy of the records, books and other documents of the Association that relate to confidential, personal, employment,

commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

48. **AUDIT**

- 48.1 The auditor must audit the annual financial statement of the Association at the end of each financial year and must provide a copy of the audit report to the Committee for presentation at the annual general meeting of the Association.
- 48.2 A suitably qualified person may be appointed as auditor provided that the auditor must not be a Member, Office Bearer or an Ordinary Committee Member.
- 48.3 The auditor may inspect the accounts of the Association and, for this purpose, must be given access to all accounts and financial records of the Association at all reasonable times.
- 48.4 If requested by a Member, the Committee must provide a copy of the audit report and the audited annual financial statements of the Association to the Members prior to the annual general meeting.

49. **SERVICE OF NOTICES**

- 49.1 For the purpose of this Constitution, a notice may be served on or given to a person:
 - 49.1.1 by delivering it to the person personally; or
 - 49.1.2 by sending it by pre-paid post to the address of the person; or
 - 49.1.3 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.
- 49.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - 49.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - 49.2.2 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
 - 49.2.3 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 notice was sent on a later date, on that date.

50. **MEMBER'S REPRESENTATIVE**

- 50.1 A Member must act in all things in connection with the Association by and through its Member's Representative and:
 - 50.1.1 a Member's Representative has all the rights of the Member under this Constitution;
 - 50.1.2 for the purposes of this Constitution, all things done by the Member's Representative in connection with the Association are deemed to have been done by the Member.

51. **NON-PROFIT**

- 51.1 The assets and income of the Association shall be applied solely in the furtherance of the objects specified in this Constitution and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

52. **DISSOLUTION**

- 52.1 In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes which is not carried on for the profit or gain of its individual members.

APPENDIX 2 – FORM OF APPOINTMENT OF PROXY

I _____, of _____
(full name) (address)

being the Member's Representative (or Alternate Member's Representative) of a Full Member of the Medical Deans Australia and New Zealand Incorporated [such Full Member being _____ (full name)]

hereby appoint _____, of _____
(full name of proxy) (address)

being a Member of the Medical Deans Australia and New Zealand Incorporated or the Member's Representative (or Alternate Member's Representative) of that Member, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the day of,

(month and year)

and at any adjournment of that meeting.

* My proxy is authorized to vote in favour of/against (delete as appropriate) the resolution (insert details).

APPENDIX 3 – NOMINATION OF CANDIDATE FOR MEMBERSHIP OF COMMITTEE OF THE MEDICAL DEANS AUSTRALIA AND NEW ZEALAND INCORPORATED (“ASSOCIATION”)

PROPOSER:

I of
(full name) (address)
being the Member’s Representative (or Alternate Member’s Representative) of
(Full Member’s Name)
being a Full Member of the Association hereby nominate
(full name of Candidate)
of
(address)
for the following position(s) on the Committee of the Association.

[Specify above Office Bearer position(s) and/or ordinary member position for which Candidate is nominated]

Signed:

Date:

SECONDER:

Iof.....
(full name) (address)
being the Member’s Representative (or Alternate Member’s Representative) of
(Full Member’s Name)
second the above nomination.
Signed:

Date:

CANDIDATE’S CONSENT:

Iof.....
(full name) (address)
being the Member’s Representative (or Alternate Member’s Representative) of
(Full Member’s Name)
second the above nomination.
Signed:

Date: