THE CONSTITUTION AND RULES OF
THE AUSTRALIAN MEDICAL ASSOCIATION (WA) INCORPORATED

1 NAME

1.1 The name of the Association is "Australian Medical Association (WA) Incorporated".

2 REGISTERED OFFICE

2.1 The registered office of the Association is located at 14 Stirling Highway Nedlands, Perth in the State of Western Australia or at such other place or places as Council may determine.

3 REPEAL, TRANSITIONAL PROVISIONS AND SAVINGS

3.1 Save as hereinafter provided, the Memorandum and Articles of Association of the Western Australian Branch of the Australian Medical Association Incorporated and all Rules and Regulations contained therein in force as on the 4th day of December 1988 shall cease and on and from that date this Constitution and these Rules shall come into force in substitution for and to the exclusion of all the then existing Rules, Regulations and provisions of the said Memorandum and Articles of Association.

3.2 Until by-laws are made under this Constitution and these Rules in relation to any matter, the By-laws applicable to that matter made under the Memorandum and Articles of Association of the Western Australian Medical Association Incorporated (hereinafter referred to in this Rule as "the Memorandum") in force immediately prior to the date on which this Constitution and these Rules comes into operation (hereinafter referred to in this Rule as the "Commencement Date") shall thereafter apply so far as they are not inconsistent with this Constitution and these Rules, as if those By-laws were made under this Constitution and these Rules.

3.3 Unless the contrary intention appears in this Constitution and these Rules, all persons, things and circumstances appointed or created by or under any of the provisions of the repealed Memorandum or continuing or existing under the repealed Memorandum immediately prior to the Commencement Date shall under and subject to this Constitution and these Rules continue to have the same status, operation and effect for the purposes of this Constitution and these Rules.

3.4 In particular and without affecting the generality of 3.3:

(a) the repeal of the Memorandum shall not disturb the continuity of status, operation or effect of any order, direction, deed, agreement, instrument, document, debenture, the scales of Annual Subscription, right, priority, liability (including but not limited to the liability of any Member to pay or make good arrears of Annual Subscription or any sum payable on any account whatsoever), duty, obligation, proceeding, matter or thing made, done, effected, given, issued, entered into, accrued, incurred, existing, pending or acquired by or under any provision of the repealed Memorandum and having effect immediately prior to the Commencement Date unless and until the effect thereof is altered pursuant to this Constitution and these Rules;

(b) all persons who were Members of the Association immediately prior to the Commencement Date shall continue as such as if they had been admitted, elected or enrolled under and subject to the provisions of this Constitution and these Rules. The repeal effected by Rule 3.1 shall not however affect the continuity, status of any Member's membership nor the financial standing of any Member;
(c) on and from the Commencement Date the membership, composition and designation of positions and offices of Council and the Executive of Council shall be the same as that which applied immediately prior to the Commencement Date PROVIDED THAT:

(i) every member of Council and the Executive of Council shall continue in and to hold their respective position and/or office (but subject in all other respects to this Constitution and these Rules) until the conclusion of the Annual General Meeting next following the Commencement Date at which time they shall retire unless this Constitution and these Rules shall provide otherwise;

(ii) all elections required by this Constitution and these Rules shall be held after the Commencement Date in accordance with the provisions of this Constitution and these Rules;

(iii) as and from the conclusion of the Annual General Meeting next following the Commencement Date the membership, composition and designation of positions and offices of Council and the Executive of Council shall be determined in accordance with this Constitution and these Rules and the elections held thereunder.

(d) every officer, servant, employee or agent of the Association employed or acting on behalf of the Association immediately prior to the Commencement Date shall continue to be so employed or act as if appointed, employed or elected under this Constitution and these Rules.

3.5 Subject to the provisions of the Associations Incorporation Act 1987 and all other laws, all acts done and all things effected by the Members in General Meeting or by Council or by Executive of Council or any committee whatsoever appointed or by any person acting as an officer, employee or agent of the Association notwithstanding any procedural defect which may be discovered afterwards as to the manner in which this Constitution and these Rules came into operation.

4 INTERPRETATION

4.1 In construing this Constitution and these Rules unless the context or subject matter otherwise indicates or requires:

"Annual Subscription" means such amount of subscription to be paid by Ordinary Members of the Association as is prescribed from time to time by the By-laws of the Association.

"Articles" means the Articles of Association of the Australian Medical Association.

"Association" means The Western Australian Branch of the Australian Medical Association Incorporated.

"A.M.A." means Australian Medical Association.

"Branch Federal Councillor" means the Federal Councillor or Federal Councillors appointed under the Articles of the Australian Medical Association as in force from time to time.

"By-laws" means the By-laws of the Association for the time being in force.

"Council" means the Council of the Association.

"Division" means a group of Members formed into various Special Interest Groups in accordance with Rule
"Executive Council" means the Executive Council of the Association.

"Executive Director" means the person engaged by the Association to act in that capacity from time to time or any person approved by the Association or Council to hold such position in an acting capacity.

"Executive Officer" means each of the President, the Immediate Past-President, the Vice-President, the Honorary Secretary, the Treasurer and two members of Council as elected under this Constitution and these Rules.

"General Meeting" means the Annual General Meeting and any Special or Extraordinary General Meeting of the Association.

"In writing" and "written" includes printing, lithography and other means of representing or reproducing words in a visible form.

"Member" means a Member of the Association.

"Month" means calendar month.

"Newsletter" means the newsletter periodically published and distributed by the Association.

"Persons" shall include organisations and companies as well as individuals.

"President", "Vice-President", "The Immediate Past President", "The Treasurer" and "The Honorary Secretary" mean those respective Officers for the time being of the Association and includes any person appointed under this Constitution and these Rules to perform the duties of those respective offices temporarily.

"Register" means the Register of Members of the Association.

"Registered Office" means the registered office of the Association for the time being.

"Special Interest Group" means a group of members recognised as a Special Interest Group of the Association in accordance with Rule 23.

"Special Resolution" means a resolution passed at a General Meeting of the Association of which notice has been duly given specifying the intention to propose such resolution and at which such resolution is passed by a majority of not less than three-fourths of the Members of the Association who are entitled under this Constitution and these Rules to vote and as may be present in person or, where proxies or postal votes are allowed by this Constitution and these Rules, by such proxies or postal votes.

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

Words importing the masculine gender include the feminine gender.

5 OBJECTS

5.1 The objects of the Association are:

(a) To promote the medical and the allied sciences and to promote, maintain, protect, advance and extend the honour and interests and standing of the medical profession and of any body affiliated with the Association.
(b) To protect and preserve the professional, academic and economic independence of Members of the Association.

(c) To preserve, maintain, promote and advance the intellectual, philosophical, social, political, economic and legal interests of Members of the Association, members of the medical profession generally or any section or number of such members.

(d) To represent the policies of the Association to the Government of the State of Western Australia and to statutory and other bodies operating in or otherwise connected with that State in respect of matters of a medico-political nature.

(e) To foster and sustain consultation and communication within the medical profession and to hold or arrange for the holding of periodical meetings of the Members of the Association and of the medical profession generally or any section or number of such members.

(f) To circulate such information as may be thought desirable through or by means of a periodical journal and/or Newsletter which shall be the official publication(s) of the Association and by the occasional publication of transactions and other papers.

(g) To grant sums of money out of the funds of the Association for the promotion of the medical and allied sciences and any body affiliated with the Association in such manner as from time to time may be determined by Council.

(h) To form a bond of union among the members of the medical profession and a medium through which their opinions can be easily ascertained or expressed.

(i) To become a member or subscribe to any other association whether incorporated or not having objects altogether or in part similar to those of the Association.

(j) To advance good professional conduct and efficiency, to promote fair and honourable practice, to suppress, discourage or prevent malpractice or professional misconduct and to ensure the highest clinical, ethical and scientific standards in the delivery of health.

(k) To decide all questions of professional ethics and usage or courtesy referred to the Association.

(l) To prescribe and require the observance as between Members inter se and as between Members and non-members of such ethical conduct rules and practises as in the opinion of Counsel will best maintain the honour of the profession.

(m) To consider, originate and promote improvements or amendments to the law as it relates to the medical profession, the practice of medicine or to the medical or allied sciences.

(n) To consider, advise and, if necessary, make recommendations on any subject connected with the appointments of legally qualified medical practitioners to public institutions, positions or services.

(o) To act as the principal co-ordinating and negotiating body for Members of the Association and the medical profession.

(p) To consider, advise and, if necessary, make recommendations on any question of medical policy.

(q) To further and promote the unity of the medical profession in the various States and Territories of the Commonwealth of Australia and New Zealand.

(r) To compile, collect and circulate statistics and information of all kinds relating to the medical or allied sciences or the medical profession.
(s) To do all such other acts, matters and things as are incidental or conducive to the attainment of all or any of the above objectives.

6 POWERS

The Association shall have the following powers:

(a) To hold or arrange for the holding of periodical meetings of the Members of the Association or members of the medical profession generally or any section or number thereof.

(b) To become a member of or subscribe to or affiliate with any other organisation whether incorporated or not having objects altogether or in part similar to those of the Association.

(c) To oppose or support any law whether currently in force or proposed and howsoever made or intended to be made improvements or amendments in the law relating to the medical profession, the practice of medicine or to the medical or allied sciences including without limiting the generality thereof, matters of a medico-political nature and for such purposes to petition Parliament or promote deputations or take such other steps and proceedings as may be deemed necessary and expedient.

(d) To represent and promote the interests of the Members of the Association and the medical profession generally or any section or any groups of individuals or individual thereof in respect of all industrial matters and in so doing to exercise all such powers as are conferred upon the Association by this Constitution and these Rules, by any Act of Parliament as amended from time to time and by members of the medical profession or any section or any groups of individuals or individual thereof and to do all things as seem necessary and expedient to enable the Association to represent and promote such interests.

(e) To acquire by purchase, take on lease or otherwise lands and buildings and all other property real and personal which the Association for any purpose may from time to time think proper to acquire and which may be lawfully held by it and to re-sell under-lease or sub-let, surrender, turn to account or dispose of such property or any part thereof and erect upon such land any buildings and to alter or add to any building erected upon such land.

(f) To borrow and raise such moneys and to secure the payment thereof as may be required for the purposes of the Association upon such security as may be determined or without security and in such manner as may be lawful including without limiting the generality of the foregoing by means of mortgage, charge or debenture upon or over all or any of the Association’s real or personal property (both present and future) and to purchase, redeem or pay off any such securities.

(g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.

(h) To lend or invest such moneys and funds of the Association as may not be immediately required in such securities or investments and upon such terms and conditions as may from time to time be determined.

(i) To correspond with bodies or individuals in other Australian States and elsewhere on any matter touching medical interests and by its moral influence and the exercise of a judicious supervision to prevent abuses in the profession.

(j) To consider, advise and, if necessary, make recommendations on any subject connected with the appointments of legally qualified medical practitioners to public institutions positions and services.

(k) To subsidise by periodical grants or lump sum payments any body, organisation, movement or
facility which, in the opinion of the Council, will assist any object of the Association.

(l) To appoint, employ, pay, insure and superannuate such officers, employees and agents as may be deemed from time to time necessary for the purposes of the Association and to dismiss and suspend such persons.

(m) To make, rescind or vary by-laws prescribing such matters and things which by this Constitution and these Rules are contemplated, or are required or permitted to be prescribed, or which may appear from time to time to be necessary or convenient for the purpose of effectively carrying out the provisions of this Constitution and these Rules, or for better effecting the operation, objectives and purposes of the Association provided that the enumeration in this Constitution and these Rules of any specific matter in respect of which a by-law may be made does not affect the generality of the power conferred by this provision.

(n) To exercise all such powers and generally do all such acts, matters and things and to enter into and make such arrangements as are necessary, sufficient, incidental or conducive to the attainment of any of the objects of the Association.

7 LIMITATION ON POWERS

7.1 It is expressly declared that:

(a) The income and property of the Association from whatever source derived shall be applied solely towards the promotion of its objects as set forth in this Constitution and these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person claiming through them provided that nothing herein contained shall prevent the payment in good faith or remuneration to any officers, employees or agents of the Association or to any Member thereof or other person in return for services actually rendered to the Association or prevent the payment of any interest on money borrowed from or lawfully due to any Member of the Association.

(b) The Association shall not carry on any trade or seek to secure pecuniary profit from any of its transactions.

MEMBERSHIP AND SUBSCRIPTIONS

8 Composition of the Association

8.1 There shall be three classes of members of the Association, namely Ordinary Members, Honorary Members and Associate Members.

9 Ordinary Members

9.1 Any person who is a qualified medical practitioner resident within the State of Western Australia and who is registered or entitled to be registered under the Medical Act 1894 as amended from time to time or any Act of Parliament of the said State amending consolidating or taking the place of such Act or who is registered under any Act of Parliament of the Commonwealth of Australia for the time being in force allowing for the registration of medical practitioners shall be eligible for admission to the Association as an Ordinary Member.
9.2 Every candidate for Membership as an Ordinary Member shall apply for admission to the Association in writing in such form as may be prescribed by Council or the By-laws from time to time, addressed to the Executive Director and shall state his agreement if elected to abide by the Articles and By-laws of the A.M.A. and this Constitution and these Rules and the By-laws of the Association and to pay such Annual Subscription as is prescribed by the same so long as they shall remain a Member.

9.3 Every candidate for membership as an Ordinary Member shall tender with his application for admission to the Association such amount of Annual Subscription as is due under this Constitution and these Rules and By-laws.

9.4 Where Council or a committee or a delegate duly appointed and authorised to act on its behalf is satisfied:

(a) that a candidate for Ordinary Membership is eligible for admission to the Association in accordance with Rule 9.1; and
(b) has complied with the requirements of Rule 9.3,

Council or the committee or delegate duly appointed and authorised to act on its behalf shall forthwith notify that person of the acceptance of their application and shall cause their name and such other particulars as are hereinafter prescribed to be entered in the Register.

9.5 As and from the date of the Association issuing a notice to a candidate for Ordinary Membership that their application has been accepted, that person shall be admitted into the Association and shall thereupon be entitled to all the rights and privileges and be subject to the obligations of an Ordinary Member and be bound by this Constitution and these Rules and the By-laws.

10 Honorary Membership

10.1 Any person, whether or not they are a member of the Association or eligible to become such, who has in the opinion of Council or a committee authorised on its behalf, provided distinguished service to the Association or to the medical profession or allied sciences either in the State of Western Australia or elsewhere shall be eligible to be elected as an Honorary Member of the Association.

10.2 An Honorary Member shall be elected in the manner and subject to such conditions as may be prescribed by the By-laws.

10.3 Upon the election of any person as an Honorary Member, Council may confer upon that person all or any of the privileges of membership of the Association as it considers desirable save that an Honorary Member shall not:

(a) be entitled to vote at any General Meetings of the Association;
(b) as from the first day of January next succeeding their election be liable to pay any Annual Subscription (where applicable) and in any event for the debts or liabilities of the Association nor have any right in or claim upon the assets of the Association.

10.4 The Association shall forthwith notify such person of his election as an Honorary Member to the Association and of those rights and privileges of membership to which he is entitled.

10.5 As from the date of their election an Honorary Member shall be able to exercise all of those rights and privileges of membership as may have been conferred upon them.
11 Associate Members

11.1 Undergraduates in medicine of the University of Western Australia are eligible to be enrolled as Associate Members of the Association.

11.2 An Associate Member shall:

(a) be entitled to receive a copy of the Newsletter and such other notices and materials as the Executive Director shall in his absolute discretion deem necessary or expedient;

(b) be entitled to attend General Meetings of the Association but without the right of speaking unless permitted to do so by the Chairman;

(c) not be entitled to vote at any General Meetings of the Association;

(d) not be liable to pay any Annual Subscription or for the debts and liabilities of the Association nor have any right in or claim upon the assets of the Association and save as provided for in Rules 11.2(a) and (b) in all other respects an Associate Member shall not be entitled to exercise any of the rights or privileges conferred by this Constitution and these Rules and the By-laws upon an Ordinary Member.

12 Register of Members

12.1 The Executive Director shall maintain the Register which shall include the following information in respect of each Member of the Association:

(a) their full name; and

(b) their address.

12.2 In addition the Register may include the following particulars in respect of past and present Members:

(a) their class of membership;

(b) the date to which their subscription is paid;

(c) the date of their admission as a Member of the Association;

(d) the Division and Special Interest Group to which they have nominated or have been allocated; and

(e) the date of their resignation of membership;

(f) the gender of each Member.

12.3 Each Member shall notify the Executive Director of any change in the particulars registered in respect of him and the Executive Director shall forthwith cause the Register to be duly amended.

12.4 The Register shall be kept at the Registered Office of the Association and be made available for inspection upon request to any Member who shall be entitled to make a copy of or take an extract therefrom.
12.5 The Register shall be taken as conclusive evidence of the eligibility of any Ordinary Member to exercise all the rights and privileges of membership including but not limited to nominating candidates for the positions of Special Group Chairman or member of Council and voting at any General Meeting, poll or election of the Association.

13 Annual Subscriptions

13.1 Every Ordinary Member shall in each succeeding year pay the Annual Subscription in such amount as may from time to time be prescribed by the By-laws and in accordance with the provisions of Rule 9 of the Articles.

13.2 In the event that an Ordinary Member is admitted to the Association on or after the first day of July in any year that person shall pay half the Annual Subscription otherwise payable by him under Rule 13.1 for that year.

   Annual Subscription shall be due in advance on the first day in January in each year.

13.3 Council may in its absolute discretion waive (either wholly or in part) the requirement to pay the Annual Subscription as specified in Rules 13.1 and 13.2.

13.4 A Member shall be deemed to have fulfilled the obligation to pay Annual Subscription where he enters in a scheme of arrangement that is approved of or is otherwise satisfactory to Council or as may be permitted by the By-laws and which allows for the payment of such on a periodic basis PROVIDED THAT:

   (a) the Member concerned shall have entered into such a scheme on or before the date on which their Annual Subscription is payable under this Constitution and these Rules;

   (b) the scheme entered into shall remain valid and subsisting; and

   (c) in the event that it shall be terminated for any reason whatsoever the provisions of Rules 13.7 and 15.1 shall apply as and from the date of termination.

13.5 Any person who has been a Member of the Association for a continuous period of fifty (50) years shall not be liable to pay any Annual Subscription as and from the first day of January next succeeding the completion of such period of membership.

13.6 No Ordinary Member whose Annual Subscription is more than two months in arrears shall be entitled to nominate any Member for any election conducted pursuant to this Constitution and these Rules and the By-laws or to be eligible to vote at any General Meeting of the Association or at any poll or election conducted pursuant to this Constitution and these Rules or the By-laws or to be eligible for election to or participate as Chairman of any Special Interest Group or as a Member of Council.

14 Resignation of Membership

14.1 A Member desirous of resigning from the Association shall give three months notice in writing addressed to the Executive Director of his intention in that behalf.

14.2 At the expiry of the period of notice such person shall cease to be a Member of the Association and save as hereinafter provided shall forfeit all rights and privileges and be relinquished from any obligation of membership under this Constitution and these Rules and the By-laws. Without limiting the generality of the foregoing, a Member shall upon receipt by the Executive Director of his written notice of resignation in particular forfeit all right in and claim upon the assets of the Association.
14.2 Notwithstanding the provisions of Rule 14.2 any Member so resigning shall continue to be liable to pay to the Association any Annual Subscription or other moneys owing under this Constitution and these Rules and/or the By-laws and/or the Articles or on any account whatsoever and shall not be entitled to any reimbursement of Annual Subscription paid for the year in which they shall have so resigned unless Council in its absolute discretion shall determine otherwise.

15 Termination of Membership

15.1 Unless Council otherwise resolves in respect of any Member or class of Members, membership of the Association shall be terminated in any of the following ways namely:

(a) in the event that a Member’s Annual Subscription is not paid on or before -

(i) 30th June in that year if the unpaid Annual Subscription is payable at any time during that year up to and including that date; or

(ii) 31st December in that year if the unpaid Annual Subscription is payable at any time during that year after 30th June,

(ii) and such termination shall be deemed to take effect immediately on and from the 30th June or 31st December, as the case may be;

(b) in the event that a scheme of arrangement for the payment of Annual Subscription under Rule 13.5 shall have ceased to be valid and subsisting for a period of four (4) months without the Member concerned having paid the balance of their Annual Subscription payable under this Constitution and these Rules in the interim;

(c) upon termination for any cause whatsoever of membership of the A.M.A. in accordance with the Articles and/or By-laws of the A.M.A. for the time being in force;

(d) by expulsion on the ground that the conduct of the Member is in the opinion of the Council detrimental to the honour or interests of the medical profession or of the Association or is calculated to bring the profession or the Association into disrepute or contempt or on the ground that the Member has wilfully refused to comply with or committed a breach of the Articles or By-laws of the A.M.A. or has wilfully refused to comply with or committed a breach of any of the provisions of this Constitution and these Rules or the By-laws of this Association.

15.2 Any person whose membership is terminated shall thereupon forfeit all right in and claim upon the assets of the Association but shall continue to be liable to pay to the Association any Annual Subscription or other moneys owing under this Constitution and these Rules and the By-laws and/or the Articles or on any account whatsoever and shall not be entitled to any reimbursement of Annual Subscription paid for the year in which their membership is terminated.

16 Expulsion of Members

16.1 Council shall have in its absolute discretion power to expel from membership of the Association any Member whose conduct in the opinion of Council renders him liable to expulsion under Rule 15.1(c).

16.2 Council shall not pass or otherwise dispose of a motion for the expulsion of a Member except at a meeting of which the Member concerned has been given at least 30 days' notice in writing specifying the grounds upon which his membership may be terminated and the time and place at which he may be heard in his defence.
16.3 At such meeting the Member shall be entitled to be present to put oral or written submissions to Council and the meeting may be adjourned from time to time to permit Council to consider such submissions and to make such further enquiries as it deems necessary and expedient. A majority of two-thirds of those present and voting at any meeting convened to consider a motion to expel a Member shall be required to pass such a resolution.

16.4 During the period that a motion for the expulsion of a Member is before Council, the Member concerned shall not be capable of effectively resigning his membership of the Association.

16.5 No irregularity in the making of any complaint or in the appointment of Council or any member thereof or in any meeting of Council or otherwise or in any proceeding act matter or thing done or omitted during the course of the investigation or inquiry shall prejudice or invalidate the decision of Council.

16.6 No Member or person expelled hereunder shall be entitled to take any action or legal proceeding for defamation against the Association or against Council or against any individual member of Council or against any person who made a complaint or who gave evidence thereon (either verbally or in writing). It being expressly agreed that all complaints notices letters evidence and other matters arising under or incidental to any complaint and the inquiry into, hearing and determination thereof and all proceedings and utterances at Council meetings held in connection therewith shall be absolutely privileged and protected accordingly and should any action or legal proceeding be so taken this subclause may be pleaded as an absolute bar.

17 Re-eligibility of Former Members

17.1 No person who shall have been a Member of the Association and ceased to be such shall be eligible for re-admission until he shall have paid all arrears of Annual Subscription (if any) due from him to the Association at the date when his former membership ceased save that Council may in its absolute discretion waive in respect of any such person any liability to make good any such arrears of Annual Subscription either wholly or in part.

18 FEDERAL COUNCIL

18.1 Council shall appoint such number of Federal Councillors as may be required from time to time in accordance with the procedures set out hereinafter and each Federal Councillor so appointed shall hold office for a term of one year and be eligible for re-election.

18.2 Any person appointed or elected to the position of Federal Councillor, whether pursuant to this Constitution and these Rules or the Articles, shall immediately thereupon become a member of Council and in the exercise of any power conferred upon him and in the discharge of his duties howsoever arising shall have due regard to the resolutions and views of Council.

18.3 Council shall appoint a date by which nominations are to be received from Members of the Association for the appointment of a Branch Federal Councillor and the Executive Director shall place a notice to that effect in the Newsletter, such notice to appear at least 30 days prior to the date designated by which nominations are to be received.

18.4 Nominations shall be in writing and addressed to the Executive Director, signed by two Members as proposer and seconder and by the nominee candidate and shall be received or lodged at the Registered Office up to 5.00 p.m. on the date appointed by Council under Rule 18.3. To be eligible for nomination a candidate must have served as a member of Council for a minimum term of one year in any of the three years immediately preceding his candidacy.
18.5 In the event that more than one person is nominated, Council shall elect the Branch Federal Councillor in accordance with the following procedures:

(a) the election shall be held at the meeting of Council next following the date appointed under Rule 18.3 and in any event no later than 30 days after such date;

(b) the Executive Director shall act as the Returning Officer and shall be responsible for the conduct of the election;

(c) the Executive Director shall prepare ballot papers setting out the names of the candidates in random order and the election shall be by secret ballot;

(d) voting shall become optional preferential with each member of Council completing the ballot paper by numbering each candidate’s name in order of his preference commencing with the number (1) and proceeding consecutively. It shall not be necessary for any member to mark his preferences for all candidates and no ballot shall be declared invalid solely because any member of Council does not place the number against the name of any candidate for a vacancy.

(e) in the event of two or more candidates having an equal number of votes, the President shall decide by exercising a casting vote in addition to the vote to which he is ordinarily entitled provided that where the President is a candidate, any equality of votes shall be resolved by lot.

18.6 In the event that a casual vacancy on Federal Council is caused by the Branch Federal Councillor ceasing to be a member of the Federal Council:

(a) Council shall in its absolute discretion and in accordance with Rule 39(d) of the Articles forthwith appoint another Member of the Association to act as the representative of the Association on Federal Council.

(b) the retiring member shall immediately relinquish his position on Council as Branch Federal Councillor.

(c) the Member appointed to fill the casual vacancy shall on and from the date of his appointment taking effect also become a member of Council.

GENERAL MEETINGS

19 Annual General Meeting

19.1 The Annual General Meeting of the Association shall be held once in every year at such time (not being more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be fixed by Council and if no time is so fixed it shall be held in the month of June in every year.

19.2 The business of the Annual General Meeting shall be to consider and do all matters and things required to be done at an Annual General Meeting of Members as is prescribed by this Constitution and these Rules and the By-laws and without limiting the generality of the foregoing shall include:

(a) the reception, discussion and consideration of the accounts, balance sheets and ordinary reports of Council, of any committees instructed to report to such Meeting by Council or by the Association in General Meeting and of the auditors.
(b) to permit any Member to ask any question in relation to such accounts and reports and for the Members either to adopt or reject the same subject to such terms and conditions as they shall think fit to impose.

(c) the declaration by the Chairman of the result of the election of the President and members of Council and the appointment of auditors and of such officers and other persons as may be required by this Constitution and these Rules or the By-laws to be elected.

(d) to receive an address by the outgoing President if so arranged by Council and any addresses or communications relating to the medical and allied sciences and the discussion of the same as shall have been arranged by Council.

(e) to transact such other business as shall have been included in the notice convening the Annual General Meeting or as the Chairman shall in his absolute discretion consider fit for transaction without notice.

19.3 Council shall arrange the order of business of an Annual General Meeting and shall fix the times at which such matters described under sub-paragraphs (a), (b), (c), (d) and (e) of Rule 19.2 shall respectively be considered. At the expiration of the time allowed for any particular business, any portion of such business remaining for consideration shall be adjourned by the Chairman without discussion to such date and time as may be appointed by the meeting for its resumption.

20 Special General Meetings

20.1 In addition to the Annual General Meeting the President either by himself or at the direction of Council may call such number of Special General Meetings of Members as he or Council shall determine from time to time. The business of a Special General Meeting shall be the discussion, consideration and, if required, the determination by resolution of any matter which the President or Council shall deem necessary or expedient to be dealt with by way of a Special General Meeting.

21 Extraordinary General Meeting

21.1 Any 25 or more Members may, by notice in writing signed by them and delivered to the Executive Director, request the Executive Director to call an Extraordinary General Meeting of the Association for such purpose or purposes as are stated in the notice provided that only matters which under this Constitution and these Rules may be transacted at a General Meeting shall be so specified.

21.2 Upon receipt of such a notice the Executive Director shall forthwith advise Council and proceed to convene an Extraordinary General Meeting at such place and date as shall be determined by Council but in any event no later than 21 days after receipt by the Executive Director of the notice requesting the Meeting.

21.3 In the event that the Executive Director and/or Council shall fail in any respect to comply with Rule 21.2, any 25 or more of the signatories to the notice requesting the Extraordinary General Meeting shall together be entitled to convene such a meeting within 2 months of the date of receipt of the said notice by the Executive Director.

21.4 The business transacted at an Extraordinary General Meeting shall comprise and be limited to those matters specified in the notice requesting the calling of the same.
22 Procedure For General Meetings

Visitors

22.1 Members shall by permission of the Chairman and with the consent of the General Meeting have the
privilege of introducing visitors to any General Meeting and such visitors may be invited by the
Chairman to take part in the discussion but shall not be eligible to vote on any matter whatsoever.

Notice

22.2 At least 7 days notice of the holding of a General Meeting specifying the place, the day and the hour
of the meeting and the general nature of the business to be transacted shall be given to the Members
in the manner prescribed by the By-laws and/or by Newsletter but the non-receipt of such notice or
an accidental omission to give such to any Member shall not invalidate the proceedings or any
decision made at a General Meeting.

Quorum

22.3 Except where this Constitution, these Rules or the By-laws otherwise specify, the quorum of a General
Meeting of the Association will be no less than 30 Members entitled to vote at that meeting.

22.4 If within a half hour from the time appointed for the General Meeting such a quorum of Members is
not present at the Meeting, if it be an Extraordinary General Meeting it shall be dissolved, but in all
other cases it shall stand adjourned to the same day in the following week at the same time and
place and if at the time scheduled for the commencement of the adjourned Meeting there is not a
quorum of Members then those present shall constitute a quorum.

Chairman

22.5 The President or, in his absence, the Vice-President or, in the absence of the President and the
Vice-President, the Immediate Past President shall preside as Chairman at every General Meeting of
the Association.

22.6 If at any General Meeting the President or Vice-President or Immediate Past President is not present
within 15 minutes after the time appointed for the holding of the same those Members present shall
be entitled to vote to choose someone from their number to be Chairman of such Meeting.

Adjournment

22.7 The Chairman may with the consent of the General Meeting adjourn any business from time to time
and from place to place but no business shall be transacted at any adjourned meeting other than the
business left unfinished at the meeting from which the adjournment took place.

Voting and Polls

22.8 Every question submitted to a Meeting shall be decided in the first instance by a show of hands of
Members and, in the case of an equality of votes, the Chairman shall both on a show of hands and on
a poll have a casting vote in addition to the vote that he may have as a Member.

22.9 At a General Meeting, unless a poll is demanded by at least 25 Members present at the Meeting, a
declaration by the Chairman that a resolution has been carried or carried by a particular majority or
lost or not carried by a particular majority and an entry to that effect in the book of minutes of the
Association shall be sufficient evidence of the facts without proof of the number or proportion of the
votes recorded in favour of or against such resolution.
22.10 If a poll be demanded in accordance with Rule 22.10 the same shall be taken in such manner and at such time and place and either by open voting or by ballot as the Chairman of the General Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the question of adjournment shall be taken at the meeting without adjournment. The demand of a poll may be withdrawn.

22.11 The demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question upon which the poll has been demanded.

22.12 Upon a show of hands and upon a poll every Member present in person who is entitled to vote shall have one vote and all votes must be given personally. In the event of any dispute as to the admission or rejection of a vote whether by a show of hands or on a poll, the Chairman shall subject to Rule 12.3, determine the same and such determination shall be final and conclusive.

Proxies

22.13 Upon a poll every Member present in person or by proxy shall have one vote.

22.14 The instrument appointing a proxy shall be in writing under the hand of the Appointor. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

22.15 The instrument appointing a proxy shall be deposited at the Registered Office not less than 48 hours before the time for holding a meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

22.16 Every instrument of proxy shall as nearly as circumstances will admit be in or to the effect of the following form:

THE WESTERN AUSTRALIAN BRANCH OF THE
AUSTRALIAN MEDICAL ASSOCIATION INCORPORATED

I, of a Member of the Western Australian Branch of the Australian Medical Association Incorporated hereby appoint of or failing him of as my proxy to vote for me and on my behalf at the General Meeting of the Association to be held on the day of 19, and at any adjournment thereof.

I direct that my proxy shall vote as follows:

SIGNED this................ day of ............... 19....

22.17 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or the revocation of the instrument if no intimation in writing of such death unsoundness of mind or revocation as aforesaid has been received by the Association at the place where the meeting or adjourned meeting is to be held before the commencement of the meeting or adjourned meeting on which the instrument is used.

Record of meetings

22.18 A record shall be kept in the form of minutes of the proceedings of all General Meetings of the Association by the Honorary Secretary or, in his absence, such person as may be appointed by the Chairman.
Amendment of this Constitution and these Rules

22.19 At any General Meeting where it is proposed to move for any alteration of this Constitution and these Rules, notice in writing of such resolution shall be given in accordance with the relevant provision as set out above. Any alteration to this Constitution and these Rules shall be effected by a Special Resolution and the provisions of the Associations Incorporation Act 1987 as amended from time to time shall apply to a motion to so alter this Constitution and these Rules.

23 DIVISIONS AND SPECIAL INTEREST GROUPS

23.1 The Members of the Association shall be formed into the following Divisions and Special Interest Groups according to their respective distinctive professional interests:

(a) The Division of Specialty Practice which shall comprise all Members who are recognised as Specialists and shall be divided into the Special Interest Groups as set out hereunder:

(i) Internal Medicine
(ii) Obstetrics/gynaecology
(iii) Psychiatry
(iv) Pathology
(v) Radiology
(vi) Surgery
(vii) Anaesthetics.

(b) The Division of General Practice which shall comprise all Members engaged in general practice and shall be divided into the Special Interest Groups as set out hereunder according to geographic location:

(1) Canning Division;
(1) Fremantle Division;
(2) Osborne Division;
(3) Peel/South West Division;
(4) Perth Central Coastal Division;
(5) Perth Division;
(6) Rockingham/Kwinana Division;
(7) Swan Hills Division;
(8) Rural Divisions.

(c) The Division of Salaried and State Government Service which shall comprise Members who are salaried medical practitioners whether in public or private employment and those providing services on behalf of the State Government as independent contractors and shall be allocated according to the Special Interest Groups set out hereunder:
(i) hospital consultants employed on a full time or sessional basis
(ii) medical administration
(iii) clinical academic medicine
(iv) junior hospital doctors
(v) North-West hospital doctors.

23.2 Divisions and Special Interest Groups shall have such status and privileges as may be prescribed or determined by and in accordance with this Constitution and these Rules and the By-laws.

23.3 The Divisions and Special Interest Groups shall be reviewed periodically by Council who shall have the power from time to time whether on review or otherwise to amalgamate, subdivide or modify them in any way whatsoever.

23.4 Each Member of the Association shall at the time of paying his Annual Subscription nominate the Special Interest Group of which he desires to be a member but Council may in its absolute discretion refuse to accept any such nomination and may assign any Member to the Special Interest Group it considers best corresponds with the distinctive professional interests of that Member provided always that each Member shall nominate or be assigned to only one such Special Interest Group.

FUNCTIONS, POWERS AND OPERATION OF SPECIAL INTEREST GROUPS

24 The function and powers of Special Interest Groups.

24.1 The function of each Special Interest Group shall be:

(a) to consider and obtain the views of its constituent members on any matter relating to the practice of medicine or the medical profession either generally or as it affects the distinctive professional interests of that Group in particular and whether upon the request of Council, Divisional Delegates to Council, the Chairman of such Group or otherwise;

(b) to advise their respective Divisional Delegates to Council of the views of its members on any matter of a kind referred to in sub-paragraph (a) of this Rule.

24.2 The powers of each and every Special Interest Group shall be such as are reasonably necessary and expedient for the fulfillment of the functions prescribed for them in Rule 24.1.

24.3 Save that a Special Interest Group shall meet at least twice in every year the Chairman of each Special Interest Group shall have the power to call such meetings of his Group as he considers necessary and expedient. Any such meeting shall have the power to discuss, consider and deliberate upon any matter placed before it either by the Chairman or by any member of the Special Interest Group without the necessity of there being prior notice provided however that no decision, determination or deliberation of any meeting of any Special Interest Group shall bind their respective Division Delegates or Council.

24.4 No Member of a Special Interest Group including its Chairman shall be permitted to make any public statement on behalf of the Association on any matter whatsoever without the prior express approval of the President or Council.
25 Chairman of Special Interest Groups

25.1 Each Special Interest Group shall have a Chairman elected from among the members of the group for a term of one (1) year.

25.2 (a) On or before the 15th day of March in any year in which an election for the Chairman of each Special Interest Group is required under these Rules, the Executive Director shall call for nominations for such position by placing a notice in the Newsletter which shall specify a date by which nominations are to be received.

(b) Nominations shall be in writing signed by two Members as proposer and seconder and by the nominee candidate and shall be received at the Registered Office by the Executive Director up to 5.00 p.m. on the date appointed under Rule 25.2(a). A Member shall only be entitled to propose or second a nominee candidate for the Special Interest Group to which he has been assigned and of which he is a member.

(c) Should only one nomination be received for the position of Chairman of a Special Interest Group, the person so nominated shall be deemed elected but, where there is more than one nomination, an election shall take place for that position. The election shall be conducted by the Executive Director and all procedure and questions in connection with such an election shall, where not specifically provided for in this Constitution and these Rules, be decided by the Executive Director and his ruling on every such point shall be final and binding.

(d) Where an election for Chairman of a Special Interest Group is required to be conducted under this Rule, the Executive Director shall cause ballot papers to be distributed to each member of that Group within 7 days of the date of the closing of nominations and all such ballot papers shall be received by the Executive Director at the Registered Office up to 5.00 p.m. on the 15th day of April. Any ballot paper received after this time shall not be counted and the Executive Director may, in his absolute discretion, declare any ballot paper or any particular vote cast thereon invalid where he is of the opinion that the manner in which it has been marked makes it impossible to determine the member's preference(s) and any decision by the Executive Director as to the validity of any ballot paper or vote cast thereon shall be binding and conclusive.

(e) Voting shall be optional preferential in accordance generally with the procedure provided for under Rule 28.9. Any equality of votes shall be resolved by lot.

(f) The Executive Director shall, on completing all counting, advise the Honorary Secretary of the Association who shall notify the Council and the candidates of the results of the election(s). The Executive Director shall at the same time cause a notice to be placed in the edition of the Newsletter next following the completion of the election(s) declaring the results thereof.

(g) Each elected candidate shall commence his term of office as Chairman of his respective Special Interest Group upon the conclusion of the Annual General Meeting.

25.3 In the event that any Division Delegate shall during their term vacate or be required to vacate their position as Division Delegate on Council and/or as Chairman of a Special Interest Group for any reason whatsoever, there shall be deemed to arise immediately thereupon a vacancy in their position as Division Delegate and Chairman of a Special Interest Group respectively.

25.4 Should a casual vacancy occur under Rule 25.3, Branch Council may, in its absolute discretion:

(a) Appoint any member to the vacant office, provided that the member so appointed must have nominated for, or have been assigned to the Special Interest Group in which the vacancy has occurred:
OR

(b) Cause an election to be conducted to fill the vacancy, such election to be conducted in accordance with the provisions of Rule 25.2, save that:

(i) Branch Council shall give notice in writing to the members of the Special Interest Group concerned that the vacancy has occurred and an election is to be held among those members to fill that vacancy.

(ii) For the purposes of Rule 25.2 (a), nominations shall be open for 14 days from the date of Branch Council’s notice of election.

(iii) For the purposes of Rule 25.2 (e), the closing date for the receipt of ballot papers shall be the date appointed by Branch Council.

25.5 That a member appointed as a Chairman of a Special Interest Group under Rule 25.4 shall hold that position for the balance of term during which his predecessor would have held the position had the vacancy not occurred.

26 Divisional Delegates

26.1 Each Division shall elect from among the Chairmen of the respective Special Interest Groups comprising that Division two (2) delegates who shall represent each Division on Council provided that a Chairman of a Special Interest Group may elect by the date specified by Council under Rule 28.2 not to stand as a Divisional delegate.

26.2 That Divisional Delegates shall be elected for a term of one (1) year, with the right of re-election for an unlimited number of terms provided that no more than six (6) terms may be served consecutively.

26.3 The election for Division Delegates shall be held at the time that the election of Councillors shall take place under this Constitution and these Rules and the following procedures shall apply to such election:

(a) a separate ballot paper shall be prepared listing the Chairmen of the Special Interests Groups standing for election for each Division and shall be distributed to Members who shall vote according to the Division for which they have nominated and/or been allocated to in accordance with the particulars contained in the Register;

(b) the ballot papers for Division Delegates shall be included with the ballot papers sent to each Member under Rule 28.8 and the declaration provided for in that Rule shall be valid and effective for the purposes of the election of Division Delegates;

(c) the Returning Officer for such election shall be the person appointed under Rule 28.2;

(d) the provisions of Rules 28.9, 28.10, 28.11, 28.12, 28.14 and 28.15 shall apply mutandis mutatis to the election of Division Delegates.

26.4 Should any Division Delegate during their term vacate or be required to vacate their position as Division Delegate on Council or as Chairman of a Special Interest Group for any reason whatsoever, there shall be deemed to arise immediately thereupon a vacancy in their position as Division Delegate and Chairman of the Special Interest Group concerned respectively.
26.5 In the event of a casual vacancy occurring under Rule 26.4, the Chairman of the Special Interest Groups of the Division concerned shall meet within 14 days of Council exercising its powers of appointment pursuant to Rule 25.4, and shall elect from their number a person to fill the vacancy and the person so elected shall hold the position of Division Delegate for the balance of the term during which his predecessor would have held the position if the vacancy had not occurred.

26.6 It shall be the function of the Division Delegates:

(a) to ascertain from the Chairmen of their respective Special Interest Groups the views of the Members comprising their Division on any matter relating to the practice of medicine or the medical profession either generally or as it affects the distinctive professional interests of the Groups that constitute that Division either individually or collectively and whether upon the request of Council, the Members of the Division, the Members of a particular Special Interest Group, the Chairman of any Special Interest Group within their Division or otherwise and to so advise Council;

(b) to advise the Chairman of each Special Interest Group and where necessary and expedient the members of the Division or any Special Interest Group within the Division of any direction or policy of Council on any matter relating to the practice of medicine or the medical profession either generally or as it affects the distinctive professional interests of that Division or of any particular Special Interest Group within it.

26.7 No Division Delegate shall be permitted to make any public statement on behalf of the Association on any matter whatsoever without the prior express approval of the President or Council.

27 COUNCIL

27.1 The Council of the Association will comprise:

1) President;
2) Immediate Past President
3) Vice President
4) Vice President
5) Honorary Secretary
6) Assistant Honorary Secretary
7) Treasurer
8) Federal Councillors
9) Six Division Delegates
10) Three ordinary members elected by the Members of the Association.

27.2 Except for the powers and functions which are only exercisable by the Association in General Meeting, the Council may:

1) manage the affairs and business;
2) exercise the powers and functions;
3) perform any acts or do anything which appear necessary for the proper management and conduct of the business and conduct of the business and affairs, and the promotion and attainment of the objects;

of the Association.

27.3 It shall be the duty of Council to administer the affairs of the Association in accordance with this Constitution and these Rules and the Bye-laws and the general policy of the Association as laid down from time to time by it in General Meeting.
27.4 There shall be an Executive of Council consisting of the President, the Immediate Past-President, the Vice-Presidents, the Honorary Secretary, the Assistant Honorary Secretary, the Treasurer and two members of Branch Council who shall be elected pursuant to this Constitution.

27.5 Council may co-opt any Member of the Association to assist it in the execution of its duties provided that such member shall not serve on the Executive of Council and his term of appointment shall end on the declaration of the results of the next following elections for the ordinary Members of Council.

28. Election of Councillors

28.1 There shall be conducted annually among the Members of the Association such elections for members of Council as are required by this Constitution and these Rules.

28.2 Council shall be responsible for the conduct of such elections and shall appoint a Returning Officer who may be a member of the Australian Electoral Office and Council may in its absolute discretion appoint two scrutineers provided that no candidate for election shall be entitled to act in any such capacity. Council shall specify a date by which nominations are to be received for the elections and shall cause a notice advising of that date to be placed in the Newsletter. The notice shall appear at least 30 days prior to the date appointed by which nominations are to be received.

28.3 Nominations shall be in writing and addressed to the Returning Officer, signed by two Members as proposer and seconded and by the nominee candidate and shall be received at the Registered Office by the Returning Officer up to 5:00 p.m. on the date appointed under Rule 28.2.

28.4 To be eligible for nomination for the office of President, a candidate must have been a Councillor in the year immediately preceding his candidacy.

28.5 Subject to Rule 28.4, a candidate may be nominated for more than one Executive office and every candidate for Executive office shall unless his form for nomination states otherwise be included in the election for ordinary members of Council.

28.6 In the event that a Member has nominated for any position on Council and since the date of such nomination that Member has been elected as a Divisional Delegate they shall be deemed to have withdrawn their nomination and the Returning Officer shall so notify each Member by notice to be included with the ballot papers distributed for voting.

28.7 The election for any contested vacancy shall be conducted in the following order:

(a) President;
(b) Vice-President;
(c) Vice President;
(d) Treasurer;
(e) Honorary Secretary;
(f) Assistant Honorary Secretary;
(g) Ordinary members.
28.8 The Returning Officer shall by the Newsletter next following the close of nominations send to each Member who is eligible to vote according to the Register a ballot paper or papers by pre-paid post to their address as appears in the Register PROVIDED THAT the Newsletter shall be sent no later than 21 days after the date of the close of nominations. The ballot paper or papers shall set in randomly assigned order the candidates for each vacancy in respect of which there is to be an election together with a declaration in the following form:

Declaration

I, the undersigned, declare that I am a Member of the Western Australian Branch of the Australian Medical Association.

Name: ........................................................................
Signature: ...................................................................
Date: ........................................................................

PLEASE USE BLOCK LETTERS

28.9 Voting shall be optional preferential with each Member completing the ballot paper or papers by numbering for each vacancy the candidate’s name in order of his preference commencing with the number (1) and proceeding consecutively. A Member shall not be obliged to vote for any vacancy in respect of which an election is being conducted nor in relation to any particular vacancy to mark his preferences for all candidates and no ballot shall be declared invalid solely because a Member has not registered a vote for any one or more of the vacancies for which the election is being conducted or has not placed a number against the name of any candidate for a vacancy.

28.10 Voting shall close 21 days after the last day for the posting of ballot papers as provided for in Rule 28.8 and the Returning Officer shall receive ballot papers at the Registered Office up to 5.00 p.m. on that date at the Registered Office. Any ballot paper received after this time or not being accompanied by a duly completed declaration in the form provided for in Rule 28.8 shall not be counted. The Returning Officer may in his absolute discretion declare any ballot paper or any particular vote cast thereon invalid where he is of the opinion that the manner in which it has been marked makes it impossible to determine the Member’s preference(s) and any decision by the Returning Officer as to the validity of any ballot paper or vote cast thereon shall be binding and conclusive.

28.11 The opening, examination and counting of all ballot papers shall be conducted by the Returning Officer in the presence of the scrutineers appointed. Where a candidate for an Executive office has already been elected to a prior office in accordance with the order set out in Rule 28.7, his preference shall be distributed as part of the count for such vacancy. In the counting of votes for each vacancy for Ordinary member, the preferences of an elected candidate shall be distributed until all such positions have been filled.

28.12 The Returning Officer shall on completing all counting advise the Honorary Secretary of the Association who shall notify the Council and the candidates of the results of the elections which shall be formally declared at the Annual General Meeting.

28.13 In case there are insufficient nominations for any Executive office or for the number of members of Council to be elected, Council may in its absolute discretion fill such Executive office or appoint such members as are required without regard to any requirement under this Constitution and these Rules for eligibility for nomination of an office or position on Council.
28.14 The elected candidates shall commence their term of office upon the conclusion of the Annual General Meeting.

28.15 All procedure and questions in connection with elections shall, where not specifically provided for in this Constitution and these Rules or By-laws, be decided by the President and his ruling on every such point shall be final and binding.

29 Term of Election

29.1 Save as hereinafter provided, each member of Council shall hold office for a term of one year but shall, subject to this Constitution and these Rules, be eligible for re-election.

29.2 Each Ordinary member of Council should be elected for a term of one year but shall be eligible for re-election.

29.3 At the completion of his term of office, the President shall thereupon hold the office of Immediate Past President provided that the President may nominate and if elected serve a second term. No President shall be entitled to serve as such for more than two successive years.

29.4 No person shall continue to be or act as a member of Council in any of the following events:

(a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental health;

(b) resigns his position as a member of Council by notice in writing to the Association; or

(c) ceases to be a Member of the Association for any reason whatsoever pursuant to the provisions of this Constitution and these Rules;

29.5 In the event of a casual vacancy in any Executive office, Council may appoint one of its members to the vacant office and the member so appointed shall hold that position for the balance of the term during which his predecessor would have held the position had the vacancy not occurred.

29.6 In the event of a casual vacancy occurring in the position of ordinary member of Council, Council may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold that position for the balance of the term during which his predecessor would have held the position had the vacancy not occurred.

30 Powers And Duties of Council

30.1 Whenever the number of members of Council is incomplete all the powers conferred on Council shall belong to and be exercised by such members of Council as may have been duly elected.

Powers

30.2 Without prejudice to the general powers contained in Rule 27.1 Council shall in the name and on behalf of the Association have power:

(a) to exclusively represent and where deemed necessary to make statements on the policies of the Association to the Government of Western Australia and to statutory and other bodies operating in or otherwise connected with that State in respect of those matters of a medico-political nature;
(b) to delegate all or any of its powers to any committee formed from members of Council and/or Members of the Association and/or the Executive Director, officers, employees or agents of the Association and to confer upon any such committee those powers which Council may deem necessary (subject however to any directions given to Council by the Association at any General Meeting);
(c) to open and close a bank account or accounts in the name of the Association and to operate upon or arrange for the operations upon such account or accounts and from time to time to designate members of Council or persons who shall sign, make, draw and negotiate cheques, promissory notes and other negotiable instruments on behalf of the Association;

(d) to purchase, take on lease or otherwise acquire real or personal estate and to sell and improve, manage, develop, mortgage, dispose of or otherwise turn to account or deal with the real and personal property of the Association provided that no liability exceeding $100,000.00 shall be incurred nor any real or personal estate exceeding $100,000.00 in value shall be purchased or sold without the sanction of a General Meeting PROVIDED THAT Council may from time to time amend such sums as it shall in its absolute discretion deem necessary and desirable;

(e) at any time or from time to time to appoint, remove or suspend the Executive Director and such other officers, employees or agents of the Association for such period or periods and at such remuneration and conditions as Council shall think fit and to from time to time determine their respective duties;

(f) to institute, conduct and defend legal proceedings both civil and criminal;

(g) to make and/or adopt By-laws governing the ethical and/or professional conduct of individual Members of the Association;

(h) to initiate and prosecute complaints regarding the ethical and/or professional conduct of individual Members of the Association before the Ethical Committee and to make and/or adopt By-laws or procedures governing enquiries into such complaints;

(i) to make and/or adopt By-laws on any matter relating to the affairs of the Association for the purpose of carrying out its objects and the By-laws made from time to time may be added to, amended, altered or repealed by Council and all By-laws so made and for the time being in force shall be binding on the Members of the Association as if they formed part of this Constitution and these Rules and shall have effect accordingly;

(j) to make calls upon Members or any class thereof provided that a Member shall not in any year be so called upon to pay an amount exceeding an amount equal to the Annual Subscription payable by that Member in that year;

(k) to exercise such powers and do and perform all such other acts, matters and things that may be necessary or desirable to secure the effective working of the Association and the management and protection of its property.

Duties

30.3 Without limiting the generality of the powers conferred upon Council under this Constitution and these Rules it shall be the duty of Council:

(a) to carry out the general policy of the Association and administer the affairs of the Association in accordance with this Constitution and these Rules;

(b) to promote the objects of the Association;

(c) to preserve, maintain, promote and advance the interests of the Members of the Association in accordance with the objects of the Association and this Constitution and these Rules;
(d) to comply with the provisions of the Associations Incorporation Act 1987 as from time to time may be amended and all other Acts of Parliament as may affect the administration and regulation of the affairs of the Association;

By-laws

30.4 Notwithstanding the provisions of Rule 30.2, whenever a new By-law is made by Council particulars thereof shall be circulated in the Newsletter giving notice of the next General Meeting of the Association and at such meeting three-fourths of the Members present and voting thereon may disallow or modify any such By-law but subject to such disallowance or modification the By-law shall be valid and effective as from the date Council made the same. In the event of any such disallowance or modification every act or thing done or suffered thereunder or omitted by reason thereof prior to such disallowance or modification shall nonetheless be deemed valid and effectual.

31 Procedure At Council Meetings

31.1 Council may convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit provided however that it shall meet not less than four times a year and shall be presided over either by a Chairman elected from amongst the members of Council at the first meeting following its election or by the President.

31.2 (a) In the event that Council elects a Chairman as provided for in Rule 31.1 any meeting of Council shall be presided over by the President in the absence of the Chairman so elected, or where the President is absent, by the Vice-President nominated by the President or, in the absence of the President and Vice-Presidents, the Immediate Past President or, failing him, by a Chairman appointed by the meeting from its members; and

(b) where Council determines that the President shall preside over all its meetings the Vice-President nominated by the President shall preside over any meeting of Council where the President is absent, or in the absence of the President and the Vice-Presidents, the Immediate Past President shall so preside or, failing him, a Chairman appointed by the meeting from its members.

31.3 No business shall be transacted at a meeting of Council unless at least 5 Members are present.

31.4 A record of attendance of each member of Council at its meeting shall be kept and published annually in the Report of Council.

31.5 Except where otherwise provided in this Constitution and these Rules or the By-laws, all motions before any meeting of Council shall be decided by a majority of votes. Each member of Council present in person shall have one vote and, in the case of an equality of votes, the President or in his absence the Chairman shall have a casting vote in addition to the vote he is entitled to exercise as a member.

31.6 The Executive Director shall give notice by whatever means he deems sufficient of a meeting of Council to every member thereof at least 7 days prior to the date appointed for the holding of such meeting save that the Executive Director shall be under no obligation to give any such notice to any member who is known to him to be out of the State of Western Australia at the time that such notice is given.

31.7 The President may, if he thinks fit and shall upon receiving a requisition signed by not less than 3 members of Council convene a special meeting of Council.
31.8 In the event of the President deciding to convene such a special meeting or receiving a requisition as prescribed in Rule 31.7 he, or requisitioners as the case may be, shall be required in convening or giving notice of such meeting to state the business to be transacted and no other business other than that specified in the notice shall be transacted.

31.9 If any member of Council shall without the leave of Council absent himself from 3 consecutive meetings thereof the Council may declare his office or position vacant and he shall thereupon cease to be a member of Council.

31.10 A member of Council shall cease to hold such a position if that member:

(a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health in which case their position shall become vacant upon the Association being so notified;

(b) resigns from Council by giving notice in writing to the President and such resignation shall take effect immediately upon receipt of such notice by the President;

(c) ceases to be a Member of the Association in which event their position on Council will be deemed to have been vacated and from the date on which the cessation of their membership takes effect in accordance with this Constitution and these Rules.

31.11 A resolution in writing signed by all the members of Council shall be as valid and effectual as if it had been passed at a meeting of Council duly called and constituted.

31.12 All acts done by Council or any Committee appointed by the Members in General Meeting or by Council or done by any person acting as an officer, employee or agent of the Association shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any Councillor, committee, officer, employee or agent or other person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was fully qualified unless otherwise provided by this Constitution and these Rules and the By-laws.

31.13 Council shall in its deliberations take account of the views expressed by Division Delegates of the opinions of members of any Division or any Special Interest Group and may request the Division Delegates to canvass the opinions of members of their respective Divisions or any Special Interest Group on any matter relating to the practice of medicine or the medical profession generally or to distinctive professional interests provided that Council shall in no way be bound by the views expressed by the Division Delegates in respect of such matters.

31.14 All proceedings of the Council, including proceedings of any committees of the Council are confidential to the Council and must not be disclosed by any Member except:

1) as required by law;
2) to obtain legal advice on behalf of the Association or any member of the Council;
3) to the extent that the information is a resolution of the Council;
4) as authorised by the Council.

31.15 Each member of the Council, including any committee of the Council, must if required by Council sign an undertaking:

1) not to disclose any proceedings of the Council, including any committee of the Council, except where disclosure is authorised in accordance with this Constitution;
2) not to disclose any confidential information obtained as a result of being a member of Council or a committee of the Council, except as authorised by the Council;

3) not to participate in any activity that conflicts, or may reasonably be thought to conflict, with the objects of the Association.

31.16 Each member of the Council, including any committees of the Council, must disclose any interest inconsistent with the objects of the Association that the Member has in any matter which is before the Council, or Committee of the Council, for consideration.

32 Executive of Council

32.1 The Immediate Past-President shall be an ex officio member of the Executive of the Council but shall be entitled to exercise all the powers, rights and privileges of an Executive Officer but he shall at any time be entitled to notify the President that he no longer desires to serve on the Executive of Council and in that event no casual vacancy shall be deemed to have been thereby created.

32.2 No member of the Executive of the Council shall be entitled to hold more than one office thereon. For the sake of clarity, the position(s) of Federal Councillor shall not be deemed to be an office on the Executive of Council and any person who from time to time a Federal councillor may also be an Executive Officer.

32.3 The two Branch Councillors who shall serve on the Executive of Council shall be elected at the first meeting of Council following the Annual General Meeting and shall be elected in accordance with the following procedure:

(a) every member of Council shall have the right to nominate himself (where he is not deemed to be an Executive Officer by this Constitution and under these Rules) or another member of Council for the position of Executive Officer and in the event that only two such persons are so nominated, they shall be deemed to be elected;

(b) in the event that more than two Councillors are nominated an election shall be immediately held. The Executive Director shall act as the Returning Officer and shall be responsible for the conduct of the elections.

(c) for the purpose of any such election the Executive Director shall prepare ballot papers setting out the names of the candidates in random order and the election shall be by secret ballot. Voting shall be optional preferential with each member of Council marking the candidates' names in order of his preference commencing with the number (1) and proceeding consecutively. A member of Council shall not be obliged to rank his preference for all candidates and no ballot shall be declared invalid solely because any member has not placed a number against the name of any candidate.

(d) after distribution of all preferences the two candidates with the highest number of votes shall be deemed to be elected and in the event that there is an equality of votes the President shall have a casting vote in addition to the vote that he would otherwise have.

32.4 The Executive Officers shall have and enjoy such duties, powers and privileges as shall be determined from time to time by this Constitution and these Rules and the By-laws and by Council.

32.5 Without limiting the generality of Rule 32.1 the Executive of Council shall be entitled to exercise all or any of the powers of Council between meetings of Council and its decisions shall have the force of decisions of Council as if they are and were decisions of Council (unless rescinded by Council or the Association in General Meeting).
Subject to any directions that may be given by Council, the Executive of Council shall have the power to regulate as it shall from time to time deem fit the convening, holding and the procedure to apply at its own meetings.

Minutes of all meetings of the Executive of Council shall be kept and circulated to all members of Council.

President

The President shall:

(a) take the chair at all General Meetings and the Executive of Council at which he is present and shall preside over all meetings of Council as provided for by this Constitution and these Rules;

(b) be a member ex officio but possessing voting rights of all Committees of the Association;

(c) issue (or his nominee may issue) all public statements on behalf of the Association;

(d) ensure that all activities of the Association are carried out in conformity with this Constitution and these Rules, the requirements of the law and in particular the Associations Incorporation Act 1987 as amended from time to time.

Vice-President

The Vice-President nominated by the President shall:

(a) take the chair at all General Meetings, the Executive of Council and meetings of Council as provided for by this Constitution and these Rules.

(b) generally exercise all those powers and functions vested by this Constitution and these Rules and the By-laws in the President whenever the President is unable to do so for any reason whatsoever.

Treasurer

The Treasurer shall:

(a) superintend the collection of and receive Annual Subscriptions and all other moneys on behalf of the Association and ensure that all necessary receipts therefor are issued;

(b) superintend the payment of all moneys into such account or accounts in the name of the Association at such bank or banks as Council may from time to time determine;

(c) submit at the Annual General Meeting such accounts, balance sheets and reports as are provided for by this Constitution and these Rules and the By-laws and as the Association or Council may require;

(d) submit to any General Meeting or meeting of Council any financial statements as and when required by the Association, Council or the Executive of Council;

(e) attend to such other matters as Council may from time to time and in its absolute discretion determine.
Honorary Secretary

32.11 The Honorary Secretary shall:

(a) superintend the keeping of proper minutes of all General Meetings, meetings of Council or the Executive of Council;

(b) superintend the receiving and filing of all incoming correspondence of the Association and present it to Council;

(c) superintend the sending of all outgoing correspondence of the Association and the retention of copies on file;

(d) superintend the preservation of all documents of the Association;

(e) maintain a record of the names and residential or postal address of all persons who are members of Council;

(f) attend to such other matters as Council may from time to time and in its absolute discretion determine.

Assistant Honorary Secretary

32.12 The Assistant Honorary Secretary will:

1) assist the Honorary Secretary as the Council in its absolute discretion determines;

2) deputise for the Honorary Secretary when the Honorary Secretary is absent.

33 Accounts

33.1 Council shall cause true accounts to be kept of all sums of money received and expended by the Association and of the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association.

33.2 At least once in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by the auditor or auditors appointed pursuant to the provisions of this Constitution and these Rules.

33.3 Council shall annually cause to be prepared an income and expenditure account for the period since the preceding account made up to the end of the financial year of the Association and a balance sheet as at the date to which the income and expenditure account is made up.

33.4 Every such account and balance sheet shall be signed on behalf of the Council by the Treasurer and one other member of Council and shall have attested to it a report by Council with respect to the state of the Association's affairs, the Auditors Report and such other documents as Council may deem necessary.

33.5 Council shall also cause to be prepared annually an estimate of the probable income and expenditure of the Association for the coming year.
34 Auditors

34.1 The Association shall at every Annual General Meeting appoint one or more auditors for the ensuing year and fix the remuneration (if any) to be paid for his or their services. No member of Council shall be capable of acting as an auditor.

34.2 Any casual vacancy in the office of auditor may be filled by Council in its absolute discretion but while any such vacancy continues any continuing auditor or auditors may act. Any auditor appointed to fill a casual vacancy shall hold such appointment until the next Annual General Meeting of the Association.

35 Notices

35.1 Any notice including any notice to be given by the Newsletter may be served by the Association upon any Member either personally or by sending it through the post addressed to such Member at his address in Western Australia as recorded in the Register.

35.2 Any notice, including a notice permitted by this Constitution and these Rules and the By-laws to be given in the Newsletter, shall be deemed to have been served on the day following the day on which the letter, envelope or wrapper containing the same was posted and in proving such service it should be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into a post office or post box.

35.3 A certificate in writing signed by the Executive Director that the letter or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

35.4 When a given number of days' notice or notice extending over any period of time is required to be given, the day of service shall unless it is otherwise provided be counted in the number of days or period.

35.5 Signature to any notice to be given by the Association may be written, typewritten, lithographed, printed or otherwise engrossed.

36 Seal

36.1 The Association must provide a Common Seal with the name of the Association inscribed on it.

36.2 Council will provide for the safe custody of the Seal.

36.3 The Seal must not be used except by authority of a resolution of Council and in the presence of the Honorary Secretary and one member of the Executive of Council and the Executive Director.

36.4 Every instrument to which the Seal is affixed must be counter-signed by the Honorary Secretary and at least one member of Council, which will be sufficient evidence of the authority to affix the Seal.

36.5 Council may, by writing under its common seal, authorise the Executive Director, either generally or in respect of a specified matter or matters to execute deeds or other instruments on its behalf.

37 Safe Custody of Records and Member's Right of Inspection

37.1 Council should be responsible for the safe custody of the Register together with all records, books of account, documents, securities and all other papers required to be maintained by this Constitution and these Rules, any Act of Parliament or otherwise maintained by the Association or in its possession.

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37.2 The Register, all records required to be maintained by any Act of Parliament, the books of accounts and like documents shall be held at the Registered Office of the Association.

37.3 The Register, all records required to be maintained by any Act of Parliament, the books of account and like documents shall be made available for inspection to any Member of the Association upon request and any Member shall be entitled to make a copy of or take an extract from such records, books of account and documents.

38 Indemnity

38.1 Every member of Council, the Executive Director and all other officers, employees and agents and the auditor of the Association may at the absolute discretion of Council be indemnified out of the funds of the Association against all liability incurred by him as a Member, Executive Director or other officer, employee or agent or auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by a Court.

38.2 Every member of Council, the Executive Director and all other officers, employees or agents of the Association may at the absolute discretion of Council be indemnified by the Association against, and it shall be the duty of the Association to pay if Council so determines, all costs, losses and expenses which any such Member, the Executive Director or other officer, employee or agent may incur or become liable to by reason of any contract entered into or act, or thing done by him as such Councillor, Executive Director or officer, employee or agent provided that the entering into of any such contract or the undertaking of any such act or thing was done in the discharge of his respective duties as provided for by this Constitution and these Rules and the By-laws or otherwise authorised by the Association in General Meeting, Council or the Executive of Council as the case may be.

39 Winding Up

39.1 In addition to the circumstances in which the Association may be wound up by the Supreme Court of Western Australia pursuant to the provisions of the Associations Incorporation Act, 1987 the Association may be wound up voluntarily provided that it is solvent and in accordance with the procedure hereinafter prescribed.

39.2 Any resolution for the dissolution in winding up of the Association shall be considered at a General Meeting convened especially for that purpose either by Council of its own motion or upon a requisition of Members under Rule 21 and no other business shall be transacted at such a meeting.

39.3 If a resolution for the dissolution and winding up of the Association shall be passed by a majority of the Members present, a further General Meeting held not less than one month thereafter shall be convened. If at this General Meeting not less than three-fourths of the Members of the Association who are entitled under this constitution and these rules to vote and vote in person or by proxy resolve to confirm the resolution for the dissolution and winding up of the Association, Council shall thereupon or at such future date as shall be specified in such resolution proceed to realise the assets of the Association.

39.4 In the event of any winding up of the Association, the provisions of the Associations Incorporation Act 1987 shall apply and in particular in the event that the Association is voluntarily wound up, Regulation 6 of the Regulations to the Associations Incorporation Act 1987 shall be given their full force and effect.

39.5 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all of its debts and liabilities of any kind whatsoever, a surplus then surplus shall be distributed to the AMA.