

DR PETER JOHN BEAUMONT

MADE ON THE _____ DAY OF _____ 2006

BEFORE ME _____
(SIGNATURE OF WITNESS ON STATUTORY DECLARATION)

CONSTITUTION OF

AUSTRALIAN MEDICAL ASSOCIATION NORTHERN TERRITORY INCORPORATED

PART 1 – PRELIMINARY

1. Name

The name of the incorporated association ("the Association") is stated in the Schedule.

2. Objects and Purposes

The objects and purposes of the Association are specified in the Schedule.

3. Minimum Number of Members

The Association must have at least the number of members specified in the Schedule.

4. Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the *Associations Act* and regulations made under that Act;

"Council" means the Management Committee of the Association;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 44;

"member" means a member of the Association;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART 3 – MEMBERS

Division 1 – Membership

9. Application for Membership

To apply to become a member of the Association a person must –

- (a) submit a written application for membership to the Council –
 - (i) in a form approved by the Council; and
 - (ii) signed by the person and both of the members referred to in paragraph (b); and
- (b) be proposed by one member and seconded by another member.
- (c) be a medical practitioner holding current registration with the Health Professions Licencing Authority of the Northern Territory.

10. Approval of Council

- (1) The Council must consider any application made under clause 9 at the next available Council meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Council must reconsider the application at the next Council meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Council reaffirms its decision to reject the application, the decision is final.

11. Joining Fee

- (1) If an application for membership is approved by the Council, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is either –
 - (a) a pro rata annual fee based on the remaining part of the financial year; or
 - (b) the amount determined from time to time by resolution at a general meeting.

12. Annual Membership Fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Council from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Council determines otherwise.

Division 2 – Rights of members

13. General

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association –
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

14. Voting

- (1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

15. Notice of Meetings and Special Resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to Information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

17. Raising Grievances and Complaints

- (1) A member may raise a grievance or complaint about a Council member, the Council or another member of the Association.

- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18. Associate Members

An associate member must not vote but may have other rights as determined by the Council or by resolution at a general meeting.

Division 3 – Termination, Death, Suspension and Expulsion

19. Termination of Membership

Membership of the Association may be terminated by –

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another Council member;
- (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
- (c) expulsion in accordance with this Division.

20. Death of Member or Whereabouts Unknown

If a member dies or the whereabouts of a member are unknown, the Council must cancel the member's membership.

21. Suspension or Expulsion of Members

- (1) If the Council considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Council must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must –
 - (a) be in writing and include –
 - (i) the time, date and place of the Council meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the Council meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Council must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Council may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.

- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22. Appeals Against Suspension or Expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Council's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Council to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Council to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 – MANAGEMENT COMMITTEE

Division 1 – General

23. Role and Powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee herein called “the Council”.
- (2) The Council may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Council may appoint and remove staff.
- (4) The Council may establish one or more subcommittees consisting of the members of the Association the Council considers appropriate.

24. Composition of Council

- (1) The Council consists of –
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) any other office holder provided in the Schedule.

- (2) Unless elected directly as a separate office holder, the Council must appoint one Council member to be the Association's public officer.

25. Delegation

- (1) The Council may delegate to a subcommittee or staff any of its powers and functions other than –
 - (a) this power of delegation; or
 - (b) a duty imposed on the Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- (3) The Council may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of Office

26. Eligibility of Council Members

- (1) A Council member must be a member who is 18 years or over.
- (2) A Council member must also meet the criteria provided in the Schedule.
- (3) Council members must be elected to the Council at an annual general meeting or appointed under clause 33.

27. Nominations for Election to Council

- (1) A member is not eligible for election to the Council unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by –
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may –
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

28. Retirement of Council Members

- (1) A Council member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.

- (2) Subject to subclause (3), at an annual general meeting the office of each Council member becomes vacant and elections for a new Council must be held.
- (3) The Chairman of the outgoing Council must preside at the annual general meeting until a new member is elected as President.
- (4) Members may serve consecutive terms on the Council unless otherwise provided in the Schedule.

29. Election by Default

- (1) If the number of persons nominated for election to the Council under clause 27 does not exceed the number of vacancies to be filled, the Chairman must declare the persons to be duly elected as members of the Council at the annual general meeting.
- (2) If vacancies remain on the Council after the declaration under subclause (1), additional nominations of Council members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairman must declare those persons to be duly elected as members of the Council.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Council in accordance with clause 33.

30. Election by Ballot

- (1) If the number of nominations exceeds the number of vacancies on the Council, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairman to be duly elected as members of the Council.

31. Vacating Office

The office of a Council member becomes vacant if –

- (a) the member –
 - (i) is disqualified from being a Council member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Council;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;

- (iv) ceases to be a resident of the Territory; or
- (v) ceases to be a member of the Association;
- (b) the member is absent from more than –
 - (i) 3 consecutive Council meetings; or
 - (ii) 3 Council meetings in the same financial year without tendering an apology to the Chairman; of which meetings the member received notice and the Council has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the Schedule.

32. Removal of Council Member

- (1) The Association, through a special general meeting of members, may remove any Council member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

33. Filling Casual Vacancy on Council

- (1) If a vacancy remains on the Council after the application of clause 29 or if the office of a Council member becomes vacant under clause 31, the Council may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of Council Members

34. Collective Responsibility of Council

- (1) As soon as practicable after being elected to the Council, each Council member must become familiar with the Act and regulations made under the Act.
- (2) The Council is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. President and Vice-President

- (1) Subject to subclauses (2) and (3), the President must preside at all general meetings and Council meetings.
- (2) If the President is absent from a meeting, the Vice-President must preside at the meeting.
- (3) If the President and the Vice-President are both absent, the presiding member for that meeting must be –

- (a) a member elected by the other members present if it is a general meeting; or
- (b) a Council member elected by the other Council members present if it is a Council meeting.

36. Secretary

The Secretary must –

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of Council meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

37. Treasurer

(1) The Treasurer must –

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (c) make any payments authorised by the Council or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by him or her and at least one other Council member, or by any 2 other Council members authorised by the Council.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the President, the Treasurer must submit to the Council a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.

- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

38. Public Officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

PART 5 – MEETINGS OF COUNCIL

39. Frequency and Calling of Meetings

- (1) The Council must meet together for the conduct of business not less than 4 times in each financial year unless otherwise provided in the Schedule.
- (2) The President, or at least half the Council members, may at any time convene a special meeting of the Council.
- (3) A special meeting may be convened to deal with an appeal under clause 22.

40. Voting and Decision Making

- (1) Each Council member present at the meeting has a deliberative vote.
- (2) A question arising at a Council meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

41. Quorum

For a Council meeting, one-half of the Council members constitutes a quorum unless otherwise provided in the Schedule.

42. Procedure and Order of Business

- (1) The procedure to be followed at a Council meeting must be determined from time to time by the Council.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

43. Disclosure of Interest

- (1) A Council member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Council in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairman must ensure a Council member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

44. Convening General Meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Council –
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

45. Special General Meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Council for a special general meeting unless otherwise provided in the Schedule.
- (2) The request must –
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Council fails to convene a special general meeting within the time allowed –
 - (a) for clause 44(3)(b) – the appeal against the decision of the Council is upheld; and

- (b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Council.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

46. Annual General Meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Council;
 - (b) second – the election of new Council members;
 - (c) third – any other business requiring consideration by the Association at the meeting.

47. Special Resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

48. Notice of Meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or

- (b) sending it by post to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

49. Quorum at General Meetings

At a general meeting, the number or the proportion of members present in person specified in the Schedule constitutes a quorum.

50. Lack of Quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting convened under clause 44(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 44(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 44(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The Chairman may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

51. Voting

- (1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting –
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and

- (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the Chairman or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairman directs.

52. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

PART 7 – FINANCIAL MANAGEMENT

53. Financial Year

The financial year of the Association is specified in the Schedule.

54. Funds and Accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Council may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Council members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

55. Accounts and Audits

The responsibility of the Council under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and

- (c) the auditing of the Association's accounts.

PART 8 – GRIEVANCE AND DISPUTES

56. Grievance and Disputes Procedures

- (1) This clause applies to disputes between –
 - (a) a member and another member; or
 - (b) a member and the Council.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Council; or
 - (ii) for a dispute between a member and the Council – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

57. Common Seal

- (1) The common seal of the Association must not be used without the express authority of the Council and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
- (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Council from time to time decides.

58. Distribution of Surplus Assets on Winding Up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that –
- (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.
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**SCHEDULE
TO THE CONSTITUTION
PART 1 – MANDATORY DETAILS**

Name (Clause 1)

The name of the incorporated association is "**Australian Medical Association Northern Territory Incorporated**"

Objects and Purposes (Clause 2)

The objects and purposes of the Association are as follows:

- (1) To promote and safeguard the provision of high quality medical services to the community by medical practitioners in the Northern Territory and to maintain and improve the conditions under which those services are provided;
- (2) To take such steps as may be necessary or desirable to give effect to Object (1) including (but not limited to) arranging, attending and speaking at seminars, workshops, discussion groups, meetings and deputations on behalf of medical practitioners in the Northern Territory;
- (3) To promote good relations and understanding between medical practitioners in the Northern Territory and the community at large;
- (4) To act as a representative body to negotiate with other bodies, associations, institutions or groups, statutory or otherwise, in relation to matters affecting the provision of medical services by medical practitioners in the Northern Territory.
- (5) To print and publish any newspapers, periodicals, books, leaflets or other literary material that the Association may think desirable for the promotion of its objects;
- (6) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to any of the Association's objects and to obtain from any such Government or authority, any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (7) To purchase, take on, lease or exchange, hire or otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be necessary for the purpose of or capable of being conveniently used in connection with, any of the objects of the Association;

PROVIDED THAT in case the association takes or holds any property which is subject to any trust, the Association shall only deal with that property in the manner allowed by law having regard to those trusts;

- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the constructions, improvement, maintenance, development, working management, carrying out alterations or control of that property;
- (9) To invest and deal with the money of the Association that is not immediately required for the purposes of the Association;
- (10) To borrow or raise or secure the payment of money in the manner seen fit by the Association and to secure such borrowings or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way;

- (11) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (12) To sell, improve, manage, develop, exchange, lease, dispose of, turn to, account or otherwise deal with all or any part of the property and rights of the Association;
- (13) To take hold of mortgages, liens and charges to secure payment of the purchase price of any unpaid balance of the purchase price of any part of the Association's property sold by the Association or any money due to the Association from the purchases and others;
- (14) To receive any gifts or legacies whether subject to any special trust or not, for the purposes of the Association, and to make gifts for those same purposes;
- (15) to accept and hold property on trust calculated directly or indirectly to further the objects of the Association;
- (16) To appoint, employ, remove or suspend officers and employees whether professional or otherwise where employment is necessary or convenient for the purposes of the Association and to pay those persons any salaries, wages, fees or emoluments that are appropriate;
- (17) To establish the support or aid in the establishment or support of the Association's institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependant of the connections of any such persons, and to grant pensions and allowances, to make payments towards insurance;
- (18) To appoint trustees to hold any of the property of the Association;
- (19) To subscribe to, become a member of and to cooperate with or amalgamate with any other association or organisation, whether incorporated or not whose objects are similar to those of the Association;
- (20) To purchase or otherwise acquire all or any part of the property, assets and liabilities of any one of the companies, institutions, societies or associations with which the Association is authorised to amalgamate;
- (21) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate;
- (22) To take steps by personal or written appeal, public meetings or otherwise for the purposes of obtaining contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (23) To do all other things which are incidental or conducive to the purposes of the Association; and
- (24) To act as a branch of the Australian Medical Association Limited.

Minimum Number of Members (Clause 3)

The Association must have at least five (5) members.

Quorum at General Meetings (Clause 49)

At a general meeting ten (10) members present in person constitutes a quorum.

Financial Year (Clause 53)

The financial year of the Association is the period of 12 months ending on 31 December.

PART 2 – REPLACEABLE DETAILS

Clause	Description of Clause	Default Detail	Replacing Detail
28 (4)	Consecutive terms of Council members	may serve consecutive terms	
39 (1)	Frequency of Council meetings	at least 4 times each financial year	
41	Quorum for Council meeting	half the Council members	Five(5) members
45	Number of members who can request a special general meeting	half the quorum of members for a general meeting	Seven members of the Association who are entitled to vote at an annual general meeting
46 (1)	Notice of an annual general meeting	at least 30 days	At least 21 days
47 (2)	Notice of special resolution	at least 21 days	

[If no entry is inserted in the column headed "Replacing detail", the "Default detail" applies.]

PART 3 – ADDITIONAL DETAILS

Composition of Council (Clause 24)

In addition to the office holders specified in the Constitution, the Council consists of –

- 1) The immediate past President.
- 2) Four (4) ordinary members, one of whom shall be a doctor in training.
- 3) Other members as agreed by an Annual General Meeting.

Eligibility of Council Members (Clause 26)

In addition to the criterion specified in the Constitution, a Council member must meet the following criteria:

Vacating Office (Clause 31)

In addition to the circumstances specified in the Constitution, the office of a Council member becomes vacant if –