



CONSTITUTION

OF

THE NATIONAL ASSOCIATION OF SPECIALIST OBSTETRICIANS AND GYNAECOLOGISTS

November 2012

Contents

1.	NAME.....	1.
2.	DEFINITIONS AND INTERPRETATION	1.
3.	OFFICE.....	2.
4.	OBJECTS.....	2
5.	POWERS.....	3.
6.	MEMBERSHIP.....	3
7.	REGISTER OF MEMBERS.....	5.
8.	SUBSCRIPTIONS AND LEVIES.....	5
9.	CESSATION OF MEMBERSHIP.....	6
10.	EXPULSION OF MEMBERS.....	6
11.	STATE BRANCHS	7
12.	SECTIONS.....	7.
13.	COUNCIL OF THE ASSOCIATION.....	7.
14.	COUNCIL ELECTIONS	8
15.	POWERS OF COUNCIL.....	9
16.	MEETINGS OF COUNCIL	10
17.	QUORUM OF COUNCIL.....	11
18.	VOTING AT COUNCIL MEETINGS.....	11
19.	CESSATION OF MEMBERSHIP OF COUNCIL.....	11.
20.	OFFICE BEARERS	12.
21.	DUTIES.....	12.
22.	FINANCIAL YEAR.....	13.
23.	AUDITOR	13.
24.	ANNUAL GENERAL MEETING	13
25.	SPECIAL GENERAL MEETINGS	14

26.	NOTICE OF MEETINGS.....	15
27.	QUORUM FOR GENERAL MEETINGS.....	15
28.	CHAIRPERSON.....	15
29.	VOTING AT GENERAL MEETINGS.....	16.
30.	PROXIES.....	16
31.	POSTAL VOTING.....	16
32.	BYLAWS.....	17
33.	COMMITTEES.....	18
34.	AMENDMENT TO THE CONSTITUTION.....	18
35.	FUNDS, ACCOUNTS AND INVESTMENTS.....	19
36.	COUNCIL MEMBERS EXPENSES.....	20
37.	ASSOCIATION ASSETS.....	20.
38.	PUBLIC OFFICER.....	20
39.	COMMON SEAL.....	20.
40.	INDEMNITY.....	21.
41.	DISSOLUTION OF ASSOCIATION.....	21
42.	NOTICES.....	22.
43.	INCONSISTENCY.....	22.
44.	AFFILIATION WITH THE AUSTRALIAN MEDICAL ASSOCIATION.....	22.

1. *NAME*

The Name of the Association is "The National Association of Specialist Obstetricians and Gynaecologists".

2. DEFINITIONS AND INTERPRETATION

In this Constitution, unless a contrary intention appears:

"the Act" means the Associations Incorporation Act 1991 (ACT) as amended from time to time.

"Annual Return" means a statement in accordance with Section 79(1)(a) of the Act.

"the Association" means the National Association of Specialist Obstetricians and Gynaecologists

"Chairman" means the President of the Association elected in accordance with this Constitution;

"College" is the Royal Australian and New Zealand College of Obstetricians and Gynaecologists

"Constitution" means the constitution of the Association as amended from time to time.

"Council" means the Council of the Association elected in accordance with these rules;

"Executive Committee" means the Executive Committee appointed by the Council pursuant to this Constitution;

"Executive Officer" is the person employed by the Association whose terms of reference are included in the Bylaws.

"FRANZCOG" is the Fellowship in Obstetrics and Gynaecology..

"General Meeting" means an Annual General Meeting or Special General Meeting of members.

"Honorary Secretary" means the Honorary Secretary of the Association elected in accordance with this Constitution and includes Acting Secretary;

"Member" means any member of the Association.

"Objects" means those objects set out in Clause 3 varied from time to time.

"Register" means the register of Members of the Association kept by the Executive Officer pursuant to this Constitution;

"RANZCOG" means the Royal Australian and New Zealand College of Obstetrics and Gynaecology

"Section" means either Obstetricians and Gynaecologists in provincial practice or salaried practice;

"Special Resolution" means a resolution passed in accordance with Clause 32b.

"State Branch" means the State body recognised by the Council as representing Specialist Obstetricians and Gynaecologists in that State/Territory;

"State Branch Members" mean Members who are Members of a particular State Branch.

"Statement of the Accounts" means accounts which give a true and fair account of:

- (a) the income and expenditure of the Association during the most recently ended financial year;
- (b) the assets and liabilities of the Association at the end of that financial year;
- (c) any mortgages, charges or other securities of any description affecting any

property of the Association at the end of that financial year;

“Trainee” is an individual who has been formally selected for training and is currently in an approved post in an RANZCOG accredited training programme.

“Training post” in Obstetrics and Gynaecology may be defined as a post accredited by the College in an accredited training program

Words that import one gender shall imply both genders and words importing the singular shall include the plural and vice versa.

3. OFFICE

The Office of the Association shall be established in such location in Australia as the Council may from time to time determine.

4. OBJECTS

- 4.1 To promote and safeguard the professional interests of Obstetrics and Gynaecology and to this end to maintain and improve the conditions of Obstetricians and Gynaecologists in carrying out their duties to the community.
- 4.2 To consider all questions affecting the conditions of service of Obstetricians and Gynaecologists and to initiate action and if necessary promote deputations or petitions in relation to matters affecting the conditions of service of Obstetricians and Gynaecologists.
- 4.3 To promote good relations and understanding between persons engaged in service as Obstetricians and Gynaecologists and the community at large.
- 4.4 To publish and disseminate information to the public pertaining to Obstetrics and Gynaecology with the help of members using a variety of methods including the media, whichever is considered to be the most appropriate and effective for the purpose.
- 4.5 To hold regular scientific meetings of the members of the Association. These may be conducted by the Association alone or in collaboration with the College.
- 4.6 To encourage the improvement of professional standards by the continuing education of all members for the purpose of improving the health of communities in Australia.
- 4.7 To act as a representative body with authority to negotiate with the Australian Medical Association, Government and/or other bodies, associations, institutes or groups statutory or otherwise in relation to matters affecting the industrial and/or professional interests of Obstetricians and Gynaecologists in Australia.

5. POWERS

- 5.1 Subject to the Act, the Association has all powers necessary, including those of an individual,

to:

- a. carry out its Objects;
- b. give effect to this Constitution;
- c. act as trustee of any trust.
- d. act in concert with the College as necessary.

5.2 The assets and income of the Association may only be applied to further the Objects and no portion thereof shall be distributed directly or indirectly to any Member except as:

- (a) bona fide compensation for services rendered to or expenses incurred on behalf of the Association;
- (b) a salaried member of the Association staff appointed by the Council; and
- (c) reasonable and proper rent for premises demised or leased to the Association.

5.3 In furtherance of the objects of the Association, it may invest the moneys of the Association in such forms of investment as are permissible by law for the investment of trust funds.

5.4 In furtherance of the objects of the Association, it may receive gifts or legacies and make gifts.

5.5 The Association may accept and hold property on trusts calculated directly or indirectly to further the objects of the Association.

5.6 The Association may employ officers and employees whether professional or otherwise when employment may be necessary or convenient for the furtherance of the objects of the Association and pay to such persons any such salaries, wages or fees or emoluments as shall be appropriate and dismiss any such persons and establish, manage or support or make contributions to any fund calculated to benefit such persons or their dependants.

5.7 The Association may do all such other things as are incidental or conducive to the furtherance of the foregoing objects of the Association.

6. *MEMBERSHIP*

6.1 All members of the Association shall be bound by this Constitution, the resolutions and Bylaws made hereunder and by all proper directions of the Council.

6.2 The Association shall have members in the following classifications:

- (a) Full members;
- (b) Retired members;
- (c) Trainee members;

collectively referred to as "Members".

- (a) Full Members

Full Membership of the Association shall be open to all Fellows and Members of the College and other specialists in Obstetrics and Gynaecology, registered for practice in

Australia.

Full members shall be entitled to:

1. attend all General Meetings of the Association;
2. vote upon all matters brought before the General Meeting; and
3. be nominated for any office of the Association.

(b) Retired Members

Any Member who completely retires from the practice of Obstetrics and Gynaecology may be reclassified and become a Retired Member. Reclassification will take place upon request by the member. Subject to losing all voting rights, Retired Members maintain the privileges of membership of the Association.

(c) Trainee Members

All trainees shall be eligible to be Trainee Members of the Association. Trainee Members have the right to attend all General Meetings and, with the permission of the Chairman, to take part in any discussion thereat. Trainee Members do not have the right to vote on any matter or question whatsoever and are ineligible to hold any office in the Association other than as Trainee Representative. Upon completion of the FRANZCOG a Trainee member will automatically be eligible for nomination as a Full Member.

6.3 Leave of Absence

The Council may, at its discretion, grant leave of absence and may waive or reduce the subscription of any Member upon application by that Member where such Member proposes to be overseas for a period of not less than eleven (11) months.

6.4 Liability of Members

In the event of a winding up of the Association, the liability of each Member to contribute towards payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up the Association is limited to all outstanding subscription moneys and levies owed by that Member in accordance with Clause .

6.5 Nomination and Election of Members

Any person who fulfils the criteria specified in Clause 6.2. (a), (b) or (c) may apply to the Executive Officer for membership of the Association. Upon receipt of an application the Executive Officer will check that the applicant meets the relevant criteria and, if satisfied, will forward to the applicant a Subscription notice. Upon payment of the subscription, the applicant will become a Member of the Association.

7. REGISTER OF MEMBERS

7.1 The Executive Officer shall maintain a Register of Members. Subject to the Act, the Register of

Members shall contain particulars of the name, postal address, date of joining the Association, the class of membership and such other particulars in respect of each Member as the Council shall from time to time determine.

- 7.2 Unless otherwise provided in this Constitution, the Register of Members shall be kept in the custody of the Executive Officer. The Register of Members is available for inspection by Members at a time and place nominated by the Executive Officer. The place at which the Register of Members is available for inspection must be published in the Annual Return.

8. *SUBSCRIPTIONS AND LEVIES*

- 8.1 Before 30 June each year the Council shall agree upon a sum to be paid for the next financial year in accordance with this Clause. Such a sum will be referred to as the "Annual Subscription." All members must pay the Annual Subscription.
- 8.2.1 All subscriptions and levies charged pursuant to this Clause shall be payable within three (3) months of the start of the financial year in which they are due to the Association.
- 8.3 Members shall not be entitled to exercise their rights and privileges unless all moneys due and payable to the Association have been paid
- 8.4 The Council may raise funds by charging each Member or each Member in a particular category or categories of membership a levy (the "Levy"):
- (a) Subject to Clause 8.4(b), the Levy must not be greater than the Annual Subscription.
 - (b) If the proposed Levy is greater than the Annual Subscription, affected Members will be invited to vote upon the amount of the Levy. The voting shall be conducted by post or at a General Meeting. If three quarters of the voting Members vote in favour of the amount of the Levy then it shall be charged in accordance with Clause 8.4.
- 8.5 The Council shall have power in its absolute discretion to remit any annual subscription in arrears or any other moneys due by a Member to the Association.

9. *CESSATION OF MEMBERSHIP*

- 9.1 A Member shall cease to be a Member if:
- (a) he dies;
 - (b) he notifies the Executive Officer in writing,
 - (c) his subscription or any Levy due has been in arrears for more than six months;
 - (d) in the case of a Trainee Member, he ceases to occupy a training post in Australia
- 9.2 In the event that a person's membership is cancelled in accordance with Item 9.1.(c) above, the Member may, with the approval of the Council, be reinstated as a Member immediately on payment of all sums due by that Member, or as determined by the Council.

10. *EXPULSION OF MEMBERS*

- 10.1 If the Council has reasonable grounds to believe that a member has:
- (a) been guilty of conduct unbecoming a Member;
 - (b) engaged in conduct prejudicial to the interests and/or Objects of the Association;
 - (c) refused or neglected to comply with this Constitution;
 - (d) acted in such a manner as to make his expulsion desirable in the interests of the Association; the Council shall appoint a member of the Council to investigate the matter.
- 10.2 The investigating Council member shall prepare a report which is to be tabled at a Council meeting to which the Member in question is invited to be present. At the Council meeting the Member (if present) may state his case in reply or request an adjournment of the meeting in order that he prepare his case and bring forward evidence to support his case. Upon a request for an adjournment, the Council shall adjourn the matter for a reasonable time.
- 10.3 After the Member has concluded his case, or if no reply is made, the investigating Council member's report is to be tabled and discussed and the Member will be expelled if a majority of not less than three-fourths of the Council members then being present and entitled to vote, vote to so expel the Member.

11. *STATE BRANCHES*

- 11.1 Members who reside in a particular State or Territory may form a State branch of the Association. State branch members shall form a State Council and shall elect from amongst its members, a Chairman, Honorary Secretary, and Honorary Treasurer.
- 11.2 In accordance with the objects of the Association, each State branch shall maintain a watching brief on all matters affecting the affairs of Obstetricians and Gynaecologists in its State and will take such appropriate action as is considered necessary pursuant to the Objects, save that matters of national importance shall be referred to the National Council for appropriate action and/or advice.
- 11.3 Administrative procedures for the regulation of the affairs of State branches will be those as pertaining to the Council, save that a quorum for a meeting of a State branch shall be four (4) Members.
- 11.4 As necessary, Council shall fund the operation of each State branch on a per capita basis. Where funding is provided, the State branch will provide an expenditure budget each year for approval by Council.

12. *SECTIONS*

- 12.1 For the purposes of election of Councillors two special Sections of membership will be formed:
- a. Members in Provincial practice (>50 kms from a capital city), and
 - b. Members in Salaried practice.

13. *COUNCIL OF THE ASSOCIATION*

13.1 The Council of the Association shall consist of the following Members:-

- (a). An Executive Committee comprising Chairman, Deputy Chairman, Honorary Secretary, Honorary Treasurer, and two (2) Executive Committee Members.
- (b) Two (2) representing New South Wales;
- (c) Two (2) representing Victoria;
- (d) One (1) representing each of the other States and Territories
- (e) One (1) elected by the Members in Provincial Practice.
- (f) One (1) elected by salaried specialist Obstetricians and Gynaecologists
- (g) One (1) elected by Trainee members
- (h) The representative of the AMA Special Interest Group of Obstetricians and Gynaecologists shall be a Member ex officio.

The Council may at its discretion invite a representative(s) of national Obstetrics and Gynaecology subspecialty groups and other observers to attend Council meetings.

- 13.2 Where a State branch has been formed, the State branch members will elect their representative(s) to Council. Where no State branch has been formed, the Executive Officer will call for nominations from members of that State or Territory and will conduct an election to determine the Council representative.
- 13.3 The President, Deputy President, Honorary Secretary, Honorary Treasurer and the two (2) Executive Committee members are elected from within the current Council.
- 13.4 When a Council member is elected to the Executive Committee, they are to be replaced by the same section, State or State branch which elected them to the Council.
- 13.5 When a Council member's term of office as an Executive Committee member has expired they must retire from Council but are eligible for reelection.
- 13.6 The President of the Council shall be the Chairman of the Executive Committee.
- 13.7 The term of office of a Councillor is two (2) years unless the Councillor is elected to the Executive Committee. All retiring Councillors are eligible for reelection by their section, State or State branch.
- 13.8 The term of office of the Executive Committee is two (2) years but each member is eligible for reelection for up to four (4) terms.

14. *COUNCIL ELECTIONS*

- 14.1 At least eight weeks before the due date of each second Annual General Meeting (commencing in 2003) the Executive Officer shall, by written notification, call for nominations from State branches or where there is no State branch from members entitled to vote for Council elections and shall, where appropriate specify the State or Territory in which each incoming Council member must reside.

- 14.2 Nominations shall be in writing signed by the Member-nominator and Member- seconder with the consent of the nominee endorsed. Where applicable, nominations for each Council office must be proposed and seconded by a voting Member from the same State as the nominee.
- 14.3 Nominations will close on the date being four weeks before the date of the Annual General Meeting. This date shall be stated in the notification sent by the Executive Officer.
- 14.4 If, after the close of nominations:
- (a) only one nominee is nominated for any office then the President at the Annual General Meeting shall declare that nominee to be elected to that office.
 - (b) the number of nominees for any office is more than one then a postal vote in relation to those offices shall be conducted;
 - (c) no eligible Member has been nominated then the President shall invite the existing office holder to continue to hold that office as if he had been elected in accordance with this Clause and if that person should not so agree then the Council may appoint a Member who would be eligible in accordance with this Clause.
- 14.5 The format for the election of Councillors representing Sections and the Trainee representative will be determined from time to time by Council
- 14.6 All Councillors shall take office immediately following the Annual General Meeting.
- 14.7 The two (2) Executive Committee members will be elected at the first Council meeting following the Annual General Meeting.
- 14.8 Should a State or Section member of Council be elected to an Executive Committee position, the Executive Officer will notify the State branch or Section within 30 days and seek a replacement Council nomination to represent that State or Section.
- 14.9 The State Branch or Section by whom a Councillor was appointed may remove them before the expiration of their period of office and appoint another person in their stead and such person shall hold office until the Annual General Meeting next ensuing after their appointment.
- 14.10 A casual vacancy among the Executive Committee will be filled by the Council from within the Council with a replacement Councillor sought in accordance with Clause 14.7. A casual vacancy amongst the Council, other than the Executive Committee, will be filled by the State branch or Section by whom the person whose office is vacant was originally appointed.

15. *POWERS OF THE COUNCIL*

- 15.1 The affairs of the Association shall be managed by a Council structured in accordance with Clause 13 (the "Council")
- 15.2 Subject to the Constitution and the Act, the Council shall have the following powers:

- (a) to control and manage the business and affairs of the Association
- (b) to authorise the distribution of assets or income of the Association to such persons or bodies in accordance with the Objects of the Association;
- (c) to perform all such acts and things, including the determination of policies and procedures, as appear to the Council to be necessary for the proper management of the Association;
- (d) to make repeal and amend any Bylaws governing the Association;
- (e) exercise all such powers and functions of the Association other than those powers that:
 - (1) an Act of Parliament;
 - (2) a clause of this Constitution; or
 - (3) a resolution of the Members present and entitled to vote at a General Meeting:
 requires the Members to exercise in a General Meeting;
- (f) appoint committees to advise the Council;
- (g) delegate power as the Council thinks appropriate, necessary and/or expedient;
- (h) appoint custodians or nominees to hold the Association's property;
- (i) to execute a deed(s) purporting to appoint the Association trustee of a trust.
- (j) to employ or contract for the services of a person(s) to assist it with the management of the affairs of the Association and such other functions as determined from time to time by the Council.
- (k) appoint and dismiss remunerated staff as it sees fit.
- (l) arrange for the provision of any administrative service, including accommodation for the secretariat.

16. *MEETINGS OF COUNCIL*

- 16.1 There shall be not less than two ordinary meetings of the Council each year with meetings being structured so that State Branch reports and recommendations can be expeditiously considered by the Council. Where possible, the Council shall meet by telephone linkup.
- 16.2 At meetings of the Council:
- (1) the President, or in his absence, the Deputy President shall act as Chairperson; or
 - (2) if the President and the Deputy President are absent, one of the remaining members of the Council, shall preside.
- 16.3 Written notice of each Council meeting shall be served on each member of the Council by delivering it to them or by sending it either by pre-paid post or facsimile transmission addressed to them at their usual or last known place of abode within 21 days of the meeting.
- 16.5 A member of the Council may introduce, at a meeting of the Council, any matter not appearing in the notice of the meeting provided:
- (1) the Chairperson gives his or her consent; or
 - (2) the remaining members of the Council present give their approval by passing a resolution by a simple majority.
- 16.6 A special meeting of Council may be called by the President at short notice to discuss

business of an urgent nature. No other business shall be transacted at such a meeting.

- 16.7 A resolution in writing signed by all Council members or a resolution in writing of which notice has been given to all Council members and which is signed by a simple majority of the Council members is as valid as if it had been passed at a meeting of the Council duly called and constituted and may consist of several documents in the same form each signed by one or more of the Council members. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Council member with the Council member's authority is deemed to be a document in writing signed by the Council member.
- 16.8 The Council may arrange lectures and/or social functions to be held in conjunction with any meetings of the Council or Association.

17. *QUORUM OF THE COUNCIL*

- 17.1 Any six (6) members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- 17.2 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be postponed to a later date.

18. *VOTING AT COUNCIL MEETINGS*

- 18.1 Questions arising at a meeting of the Council shall be decided by a majority of votes.
- 18.2 Decisions are made by a majority of Council members present and voting. Council members will be deemed "present" if the meeting is conducted in accordance with Clause 16.4
- 18.3 Each member present at a meeting of the Council is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 18.4 The Council may act notwithstanding any vacancy on the Council.
- 18.5 Members of the Council may be reimbursed at the discretion of the Council from the funds of the Association for their expenses in attending to the affairs of the Association.

19. *CESSATION OF MEMBERSHIP OF THE COUNCIL*

- 19.1 The office of a Member of Council shall ipso facto be vacated:
- (a) If the Council is of the opinion that the Councillor is not practicing in the specialty of

Obstetrics and Gynaecology.

- (b) If the Councillor resigns in writing by letter given to or sent by post to the Honorary Secretary or the Executive Officer,
- (c) If the Councillor ceases to be a Member of the State Branch or Section that they represent on the Council or if their appointment is revoked by such State branch or Section.

20 OFFICE BEARERS

- 20.1 Office Bearers of the Association shall be the President, Deputy President, Honorary Secretary and Honorary Treasurer.
- 20.2 The election of Office Bearers for the next Council shall be conducted by the Council at its last meeting prior to the holding of the Annual General Meeting.
- 20.3 Every candidate for election as an Office Bearer shall be a Member of the existing Council.
- 20.4 Where a State, Territory or Section representative is elected as an Office Bearer, the respective State, Territorial or Provincial Branch will appoint a replacement representative in accordance with Clause 14.8.
- 20.5 The President shall not normally hold office for more than two consecutive terms. Under exceptional circumstances, the incumbent may hold office for a further term if agreed to by a majority of members in attendance at an Annual or Special General Meeting.

21 DUTIES

- 21.1 The President shall be the Chairperson of the Council.
- 21.2 The President shall advise the Honorary Secretary as the occasion may require and generally superintend the conduct of the affairs of the Association and between meetings of the Council shall represent the Association in all matters.
- 21.3 The Honorary Secretary shall record the minutes of Council meetings and circulate a copy of same to Council Members at least 21 days prior to the next ordinary meeting of Council.
 - 21.3.1 The Honorary Secretary shall send out notices of all meetings along with the agenda for such meetings. He shall conduct the correspondence and keep a record thereof. He shall under the guidance of the President generally administer the affairs of the Council.
 - 21.3.2 The Honorary Treasurer shall keep proper accounts of all moneys received and expended on behalf of the Association. He shall prepare a statement of receipts and expenditure for each financial year and submit the same duly audited by the auditor to the Council and to each Member.

22 FINANCIAL YEAR

- 22.1 The financial year of the Association is the period beginning on 1 July and ending on 30 June in the subsequent year.

23 AUDITOR

- 23.1 An auditor shall be appointed by the Annual General Meeting and shall, at the completion of each financial year, examine the accounts and ascertain the correctness of the Honorary Treasurer's statements of receipts and expenditure and certify thereto.

24. ANNUAL GENERAL MEETINGS

- 24.1 The Association shall, at least once in each calendar year and within five (5) months of the most recently ended Association financial year, convene an Annual General Meeting of the Members.
- 24.2 The Annual General Meeting shall be specified as such in the notice convening it.
- 24.3 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since that meeting;
 - (b) to receive a report from the President detailing the affairs of the Association since the previous Annual General Meeting;
 - (c) to consider any resolution of which at least twenty-one days written notice has been given by a Member to the Honorary Secretary (such motion to be considered after Council motions);
 - (d) to receive and consider the Council presentation of:
 - (1) the audited Statement of the Accounts in respect of the most recently ended financial year of the Association;
 - (2) a copy of the auditor's report to the Association in relation to the Association's accounts for that financial year;
 - (3) a report signed by two members of the Council stating:
 - the name of each member of the Council during the most recently ended financial year of the Association and, if different, at the date of the report;
 - the principal activities of the Association during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and
 - the net profit or loss of the Association for the most recently ended financial year;
 - (e) to elect auditors for the ensuing financial year of the Association;
 - (f) At each biennial Annual General Meeting, to receive notices of appointment of Councillors from the State Branches.
 - (g) to confirm the election of Office Bearers and State and Sectional representatives of the Council.
 - (h) to deal with any business that has been brought forward;
 - (i) to consider any motion raised without prior notice to the Honorary Secretary (If, in the opinion of the Chairman, time will not permit a motion raised without notice to be adequately discussed he may put it to the meeting that such motion be deferred to

the next General Meeting and the meeting shall vote thereon.)

24.4 At an Annual General Meeting a ballot vote may be demanded by the Chairman or not less than 10 Members present and entitled to vote on any motion which is brought before the General Meeting.

24.5 The Honorary Secretary shall keep the minutes of the Annual General Meeting and shall forward a copy of the same to each State Branch and members of the Association as soon as possible.

25. *SPECIAL GENERAL MEETINGS*

25.1 The Council may, whenever it thinks fit, convene a Special General Meeting of the Association.

25.2 The Council shall, on the requisition in writing of:

- (1) not less than any four Council members;
- (2) not less than 10% of Full Members;
- (3) the Honorary Secretary by authority of a resolution passed in General Meeting convene a Special General Meeting.

25.3 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the persons making the requisition. The requisition must be sent to the Honorary Secretary and may consist of several documents in a like form, each signed by one or more of the persons making the requisition.

25.4 If the Council does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Honorary Secretary, the eligible persons making the requisition or any of them, may convene a Special General Meeting to be held not later than three months after that date.

26. *NOTICE OF MEETING*

26.1 The Honorary Secretary of the Association must, at least twenty-eight (28) days before the date fixed for holding a General Meeting of the Association, cause to be sent to each Member at his address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

27. *QUORUM FOR GENERAL MEETINGS*

27.1 No item of business shall be transacted at any General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.

27.2 Ten Full Members (10) personally present (being Members entitled to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

- 27.3 If, within half an hour of the time fixed for the General Meeting, no quorum is present:
- (a) in relation to an Annual General Meeting, the meeting stands adjourned to such day and at such time (being not more than one month subsequently) as the Chairman shall then determine;
 - (b) in relation to a Special General Meeting, the meeting lapses.

27.4 For the purposes of this Clause the simultaneous linking together of at least 20 Full Members by telephone or by other means of communication by which all persons participating in the General Meeting are able to hear and be heard by all other participants, shall satisfy the quorum requirement and shall constitute a General Meeting and all the provisions in this Constitution applicable to General Meetings shall apply to such General Meetings by telephone or by other means of communication.

28. *CHAIRPERSON*

28.1 The President of the Association, or in his absence, the Deputy President, shall preside as Chairman at all General Meetings, but if neither is present, the Council must choose a Member to preside as Chairperson of the Meeting.

29. *VOTING AT GENERAL MEETINGS*

29.1 A question arising at a General Meeting of the Association shall be determined on a show of hands.

29.2 Decisions (other than Special Resolutions) shall be made by a resolution passed by a majority of Members then present and entitled to vote.

29.3 A Special Resolution must be passed in accordance with Clause 34.2

29.4 Each Full Member has one vote and in the case of an equality of voting on a question, the Chairman of the General Meeting is entitled to exercise a second or casting vote.

29.5 All votes shall be given personally or by proxy.

30. *PROXIES*

30.1 Each Member entitled to vote may appoint a natural person, who is a Member as a proxy by notice given to the Honorary Secretary no later than twenty-four hours before the time of the General Meeting in respect of which the proxy is appointed.

30.2 A notice appointing the proxy shall be in the form prescribed by Council from time to time.

31. *POSTAL VOTING*

- 31.1 At any General Meeting a postal ballot may be demanded by the Chairman or at least ten Members present and entitled to vote on any motion which is brought before the General Meeting. If so demanded the following provisions shall apply:
- (a) The Chairman shall appoint the Executive Officer as returning officer and two scrutineers, who shall not be Council members;
 - (b) The proposer(s) of the motion shall, within 21 days after the date of the General Meeting, state in writing to the Executive Officer his (their) case for the motion;
 - (c) Any Member who wishes to furnish a statement in writing regarding the motion to the Executive Officer, shall do so within 21 days after the date of the meeting;
 - (d) The returning officer shall within six weeks from the date of the General Meeting forward to each Member entitled to vote a ballot paper which shall:
 - (1) set out the motion;
 - (2) be accompanied by a copy of each of the statements (if any) prepared for and against the motion;
 - (3) provide for the Member to vote for or against the motion;
 - (4) nominate a day being not less than 28 clear days from the date of sending out the ballot papers for the closure of the poll ("the Last Receipt Date").
 - (e) Each Member entitled to vote shall return his ballot paper to the returning officer in the envelope marked "Ballot Paper" addressed to the returning officer, which envelope shall have been forwarded to the Full member with the ballot paper. The envelope shall be signed where indicated by the Member who is recording his vote.
 - (f) The returning officer shall retain the envelopes unopened until four o'clock in the afternoon of the Last Receipt Date and shall then open the envelopes in the presence of the scrutineers whose duty it shall be to assist and to check the count.
 - (g) No ballot paper shall be counted by the returning officer which is:
 - (1) received after the Last Receipt Date;
 - (2) is informal;
 - (3) if the envelope is not signed by the Member;
 - (4) where the Annual Subscription of the Full member or any other amount payable by him to the Association is overdue and unpaid on the Last Receipt Date.

32. *BYLAWS*

- 32.1 If considered expedient for the administration of the Association or to advance the Objects, the Council may make, repeal and amend any Association Bylaw. All Bylaws and any amendments thereto must be consistent with this Constitution, as amended from time to time.
- 32.2 All By-Laws are binding upon the Members.
- 32.3 The composition, roles and terms of reference of all Association Committees and Sub-Committees will be detailed in Bylaws.

33. *COMMITTEES*

- 33.1 The Council may from time to time appoint from amongst the members of the Association such Committees (and sub-committees) as it may deem necessary or expedient.
- 33.2 The President shall be a member of and responsible for the general supervision of any and all Committees appointed by the Council. All Committees must act in accordance with Council directions and must report their proceedings to the Council at such intervals as the Council may direct.
- 33.3 The Council shall appoint to each Committee a Chairperson of that Committee.
- 33.4 If at any meeting of a Committee, the Chairperson is not present within ten minutes after the time appointed for holding the meeting, then the persons present may choose one of their number to chair the meeting.
- 33.5 Each Committee shall meet at the direction of its Chairperson and adjourn as the Committee thinks proper.
- 33.6 Questions arising at any meeting of a Committee shall be determined by a resolution passed by a majority of votes of the persons present and entitled to vote. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 33.7 The Standing Committees and sub-committees of the Association are specified in the Bylaws of the Association.

34. *AMENDMENT TO THE CONSTITUTION*

- 34.1 Subject to the Act, the Constitution shall only be amended by a Special Resolution.
- 34.2 A resolution of the Association is a Special Resolution if it is passed by a majority of at least three-fourths of those Full Members present in person or by proxy and entitled to vote at the

General Meeting. At least twenty-eight (28) days written notice of the General Meeting and the intention to propose the resolution as a Special Resolution must be given to Members.

- 34.3 The proposed change(s) to the Constitution must be detailed in the Notice to members.
- 34.4 The Public Officer must lodge a copy of the Special Resolution with the Registrar of Incorporated Associations within one month of the resolution being passed. Upon such lodgment the resolution will be effective.
- 34.5 Any alteration to the Constitution must not permit the Association to act (whether as trustee or otherwise) so as to trade or secure pecuniary gain for the Members.

35. *FUNDS, ACCOUNTS AND INVESTMENTS*

- 35.1 The Funds of the Association shall be derived from Member contributions, annual subscriptions, College contributions, levies, donations and such other sources as the Council determines.
- 35.2 All funds received by the Association shall initially be paid into a separate account(s) in the name of the Association with any bank(s), building society, credit union and/or other financial institution for the Objects of the Association.
- 35.3 Each year all Association Committees will develop a budget of predicted expenditure for the following financial year. The Chair of each Committee will forward the Committee budget to the Executive Officer by 30 April for incorporation in the Association's budget.
- 35.4 The Association budget will be passed at the meeting of Council immediately before the beginning of the new financial year.
- 35.5.1 Annual Subscriptions will be determined based on the agreed Association budget and will be passed by Council before the start of the financial year.
- 35.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by at least two (2) of:
 - (a) the President,
 - (b) Executive Officer,
 - (c) Honorary Treasurer, or
 - (d) any other member of the Council approved from time to time by the Council.
- 35.7 The Council shall take reasonable steps to ensure that the Association's Statement of Accounts are audited and that such audit is completed at least fourteen (14) days before the Annual General Meeting.
- 35.8 Association Committees may hold funds approved for their use in separate bank accounts provided the rules as specified in Clause 35.5 are applied and the accounts are subject to audit as detailed in Clause 35.6.

35.9 The auditor of the Statement of Accounts (the "Auditor") shall be elected or re-elected as the case may be by resolution of those Members present and entitled to vote at the Annual General Meeting. The Auditor must be a person who qualifies under Section 74 of the Act and he must comply with the audit requirements under the Act.

35.10. The Association shall only invest the funds in the manner permitted by any state or Commonwealth legislation governing trustees.

36. *COUNCIL MEMBERS' EXPENSES*

36.1 Subject to Council approval, Members of the Council shall be entitled to prompt reimbursement from the Association for such reasonable traveling and other expenses properly incurred in performing their duties as members of the Council.

36.2 Actual entitlements will be detailed in Association Bylaws.

37. *ASSOCIATION ASSETS*

37.1 The Council may only, with the approval of no less than three quarters of the Members of the Association present and entitled to vote at a General Meeting:

- (a) acquire (otherwise than out of accumulated funds of the Association) any real or personal property; or
- (b) appoint any person or persons or corporation to accept and hold in trust for the Association any real or personal property acquired or about to be acquired from the Association.

37.2 The Council may only pledge the credit of those Members of the Association who have previously agreed in writing that their credit may be so pledged and then only to the amount specified by such Members in their written agreement.

38. *PUBLIC OFFICER*

38.1 The Council shall appoint a person to be a Public Officer of the Association. The Public Officer must reside in the Australian Capital Territory.

38.2 If the office of the Public Officer shall become vacant in accordance with Section 64 of the Act the Council must, within fourteen (14) days of such vacancy, appoint a person to fill the vacancy.

38.3 The Public Officer may hold any other office in the Association.

38.4 The Association may, by a resolution passed by a majority of Members present and entitled to vote at a General Meeting, remove the Public Officer.

39. *COMMON SEAL*

- 39.1 The Common Seal of the Association shall be kept in the custody of the Executive Officer
- 39.2 The Common Seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Council.
- 39.3 Affixing of the Common Seal shall be attested by the signatures of the President and the Executive Officer.

40. *INDEMNITY*

- 40.1 Each and every:
- a. Member of the Council,
 - b. a committee established under Clause 33;
 - c. Office Bearer;
 - d. person employed or whose services are contracted by the Association, and
 - e. salaried staff member;

of the Association is indemnified and shall be kept indemnified by the Association and saved harmless out of the funds of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by or by reason of any act done concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts except such (if any) as they shall have incurred or sustained from their own wrongful and willful neglect or default respectively and none of them shall be answerable for the cause neglect or default of the other or others of them or for joining in any receipt for the sake of conforming or for any bankers or other persons with whom any money or effects belonging to the Association shall or may be lodged or deposited or for the insufficiency or deficiency of any security upon which the moneys of or belonging to the Association shall be placed, put or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except if the same shall happen by or through their own wrongful act, willful neglect or default respectively.

41. *DISSOLUTION OF THE ASSOCIATION*

- 41.1 Subject to the Act, the Association may be dissolved if a Special Resolution to voluntarily wind up the Association has been passed at a General Meeting
- 41.2 If upon the completion of the winding up of the Association there remains any property or interest in property after the satisfaction of any debts or liabilities of the Association and any

costs, charges and expenses incurred in the winding-up of the Association ("Surplus Property"), the Surplus Property shall vest in a fund, authority or institution nominated by those Members entitled to vote pursuant to the passing of a Special Resolution and in accordance with Section 92(1) (a) (ii) of the Act and, in the event that no such resolution is passed prior to the commencement to wind up the Association, the Surplus Property shall be transferred to a national organisation representing the profession of Obstetrics and Gynaecology.

42. *NOTICES*

42.1.1 Any notice may be served by the Association upon any Member either personally or by sending the same through the post in a prepaid letter envelope or wrapper addressed to such Member at his address shown in the Register provided that if such registered address is in an area in which postal services may reasonably be expected to be infrequent such notice shall be sent by prepaid airmail letter.

42.2 Any notice sent by post shall be deemed to have been served on the day not being a Sunday or public holiday next but one following that on which the letter envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the Post Office and a certificate in writing signed by the Secretary of the Association that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

42.3 Where a given number of days notice is required to be given for any purpose in connection with the Association the day of service shall be included but the day on which such notice will expire shall not be included in such number of days.

43. *INCONSISTENCY*

43.1 In the event of any inconsistency between any Clause in this Constitution and the Act, the Act shall prevail at all times.

43.2 In the event of an inconsistency between this Constitution and any By-Law or regulation made in accordance with Clause 27, this Constitution shall prevail at all times.

44. *AFFILIATION WITH THE AUSTRALIAN MEDICAL ASSOCIATION*

44.1 As an organisation affiliated with the Australian Medical Association through its membership of the Federal AMA Obstetrics and Gynaecology Co-ordinating Committee pursuant to Section 12(f) of the Constitution of that body, the Council shall appoint annually two members to represent the Association on the Co-ordinating Committee.