



CONSTITUTION

OF AUSTRALIAN MEDICAL ASSOCIATION
(SOUTH AUSTRALIA) INCORPORATED



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Agreed terms

1. Name

The name of the Association is "Australian Medical Association (South Australia) Incorporated". The Association is incorporated as an Association under the *Associations Incorporation Act 1985 (SA)*.

2. Definitions and interpretation

2.1 Definitions

In this Constitution, unless the context otherwise requires:

Act means the *Associations Incorporation Act 1985 (SA)*.

AMA(SA) means the Australian Medical Association (South Australia) Incorporated.

Association means the Australian Medical Association (South Australia) Incorporated.

Board means the Board of Directors of the Association.

By-Laws means By-Laws of the Association affirmed by a Board Resolution in accordance with this Constitution.

Committee which includes a subcommittee, means a committee established as such in accordance with the By-Laws.

Constitution means the Constitution of the Australian Medical Association (South Australia) Incorporated.

Council means the Council of the Association, elected under this Constitution and whose powers and duties are defined by these rules.

Councillor means a member of Council.

Director means a member of the Board of the Association.

Federal Councillor means a member elected to the AMA Federal Council.

Financial year means the period adopted by the Association as the Financial Year of the Association, which commences on 1st of January each year and expires 12 months thereafter on 31 December.

General Meeting means a general meeting of members of the Association convened in accordance with these rules.

Member means a Member of the Association.

Month means calendar month.

Ordinary Director means a member elected to the Board.

Ordinary resolution means a resolution passed by a simple majority at a general meeting.

President, Vice President and Immediate Past President mean those respective Officers for the time being of the Association and include any person appointed under this Constitution to perform the duties of those respective offices temporarily.

Public Officer means the Chief Executive Officer who will act as Public Officer and Secretary for the purposes of the Act.

Register means the Register of Members of the Association.

Registered Office means the Association's physical address or premises.

Regulations means Associations Incorporation Regulations 2023

Special Resolution means a special resolution defined in the Act.

State means a State of the Commonwealth of Australia.

Year means a calendar year.

2.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) a reference to any document is a reference to that document as varied, novated or replaced from time to time.
- (b) words denoting the singular number include the plural and vice versa.
- (c) words denoting any gender include all genders.
- (d) words which are defined in this Constitution have the same meaning in the By-Laws.
- (e) the use of the word 'including' does not limit what else might be included.
- (f) a reference to a thing includes all or any part of it.
- (g) where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (h) a reference to a person or entity includes a natural person, a partnership, corporation, trust, association, unincorporated body, authority or other entity.
- (i) a term which purports to bind or benefit two or more persons binds or benefits them jointly and severally.
- (j) a reference to a statute, ordinance, code or other law includes regulations and other instruments issued under it and consolidations, amendments, re-enactments or replacements of any of them.

3. Purposes of the Association

- (a) To promote and advance the intellectual, philosophical, professional and legal interests of its members.
- (b) To promote the health and wellbeing of its members, their patients and the community.
- (c) To maintain the standing and interests of its members, promote the medical and allied sciences, and facilitate the highest standards of medical practice.
- (d) To provide evidence-based authoritative advice, information and opinion to other professional organisations, governments and the community about the practice of medicine or issues that affect the ability of members to meet their responsibilities to patients and the community.
- (e) To facilitate communication between the Association, the SA Council and Board, the Federal AMA and the members, and to encourage cooperation and association with organisations that have aims similar to the Association.

4. Powers of the Association

The Association shall have all the powers conferred by section 25 of the Act to further the purposes of the Association.

5. Rules

This Constitution and its rules will bind the Association and every member to the same extent as if they had signed them and agreed to be bound by all of their provisions. Members must ensure their actions are not detrimental to the Association.

6. Membership

The categories and rights of membership and the conditions applying to each such category are as specified in this Constitution and the By-Laws.

6.1 Categories of membership

- 6.1.1 There shall be the following categories of members of the Association, namely:
 - (a) Ordinary member

- (b) Student member
 - (c) Associate member
 - (d) Life member
 - (e) Any additional categories of membership of the Association as determined by the Board in its absolute discretion from time to time, including the qualifications for admission to any such additional categories and the rights attached to being a member in any such additional categories.
- 6.1.2 Ordinary member
- An ordinary member must be a registered medical practitioner.
- 6.1.3 Student member
- (a) A Student member must be enrolled in a medical degree course at a university based in South Australia.
 - (b) Student members will not be required to pay subscriptions.
 - (c) Student members are not entitled to vote.
 - (d) Student members are not entitled to be the President, Vice President or a Director of the Board.
- 6.1.4 Associate member
- (a) An Associate member must be a holder of a recognised medical degree and be eligible for registration in their country of origin.
 - (b) An Associate member must be actively pursuing all necessary steps to satisfy the requirements for registration as a Medical Practitioner in Australia.
 - (c) Associate members will not be entitled to serve on the Board, Council or any of their committees or sub-committees.
- 6.1.5 Life member
- (a) A member is eligible for life membership if that member is eligible to be an Ordinary member and has either:
 - I. given extraordinary service to the medical profession or the Association; or
 - II. been an ordinary member of the Association or other branches of the Federal AMA for an aggregate period of 50 years.
 - (b) Life members have all the rights and obligations of an Ordinary member, including voting.
 - (c) Life members will not be required to pay any subscription to the Association.
- 6.1.6 Only Ordinary members and Life members may vote at a General Meeting.
- 6.1.7 Any additional categories of members as determined from time to time will receive notice of, and may attend, General Meetings, but may not vote at a General Meeting, unless empowered to do so upon the creation of that category under rule 6.1.1(e).
- 6.1.8 The members of the Association are:
- (a) the persons who were members at the date of adoption of this Constitution; and
 - (b) any other persons who the Board admits to membership in accordance with this Constitution.
- 6.1.9 Applications for membership of the Association must:
- (a) be made by any method approved by the Board in its absolute discretion as specified in the By-laws or by the Association to applicants from time to time.
 - (b) include payment of the applicant's monthly, quarterly or annual subscription (whichever is applicable)
 - (c) include any information concerning eligibility for membership requested by the Association; and
 - (d) be in a form approved by the Board in its absolute discretion.

6.2 Subscriptions

- (a) The subscription fee for membership will be determined by the Board annually.
- (b) The subscription fees shall be payable monthly, quarterly or annually on 1 January or at a time the Board determines.
- (c) Any members whose subscription is outstanding for more than three months after the due date for payment will not be entitled to receive notice of meetings, journals or be entitled to vote or serve on the Board, Council or any of their committees or sub-committees.
- (d) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association.
- (e) Pro rata subscription and hardship provisions are as specified in the By-Laws.

6.3 Ceasing membership

- (a) A member (being a natural person) ceases to be a member on their death.
- (b) A member may resign from membership of the Association by giving two months verbal or written notice to the Association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.
- (c) A member ceases to be a member if they no longer satisfy the criteria for their member category or a charge of misconduct detrimental to the interests of the association.
- (d) A member ceases to be a member if they are expelled under rule 6.5.
- (e) The Secretary must record in the Register of Members the date on which a member ceased to be a member.

6.4 Register of members

The Association must keep a Register of Members, setting out, in respect of each Member, the following information:

- (a) the member's name, qualifications, address, phone number and email and the date on which the member was admitted to, or resigned from, the Association.
- (b) such other information as specified in the By-Laws.

6.5 Expulsion of members

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member if they commit a breach of the Constitution or the By-Laws, or is guilty of dishonourable practices or conduct, derogatory to the medical profession, or conduct which is not in the vested interests of the Association or its members.
- (b) For the purposes of giving notice in accordance with rule 6.5 (a) the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - I. setting out the resolution of the Board and the grounds on which it is based
 - II. stating that the member, and their representative, (which representative may not be a legal practitioner or a legally qualified person without the Board's prior written approval) may address the Board at a meeting to be held not earlier than 30 days and not later than 45 days after the notice has been given to that member
 - III. stating the date, place and time of that meeting
 - IV. informing the member that they may do one or both of the following:
 - a. attend that meeting
 - b. give to the Board, before the date of that meeting, a written statement seeking the revocation of the resolution; and
 - V. informing the member that, if at that meeting, the Board confirms the resolution, they may, not later than 14 days after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in a General Meeting against the resolution.

- (c) A meeting of the Board to confirm or revoke a resolution passed under rule 6.5(a) must be held not earlier than 30 days and not later than 45 days after notice has been given to the member in accordance with rule 6.5(b).
- (d) A resolution of the Board under rule 6.5(a) does not take effect unless
 - I. at a meeting held in accordance with rule 6.5(c) the Board confirms the resolution; and
 - II. if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (e) If the Secretary receives a notice under rule 6.5(b)V. they must notify the Board and the Board must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (f) At a general meeting of the Association convened under rule 6.5(e):
 - I. no business other than the question of the appeal may be conducted
 - II. the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution
 - III. the member, or their representative, must be given an opportunity to be heard; and
 - IV. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (g) A resolution is confirmed if, at the general meeting, not less than three-quarters of the members present (either in person or by proxy) and entitled to vote support the resolution. In any other case, the resolution is revoked.

6.6 Disputes and mediation

- (a) The grievance procedure set out in the rule applies to disputes under this Constitution between:
 - I. Members of a committee or Board
 - II. Members (in their capacity as members); and
 - III. Members and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) 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, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - I. a person chosen by agreement between the parties; or
 - II. in the absence of agreement:
 - a. in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - b. in the case of a dispute between a member and the Association, a person who is an independent mediator.
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - I. give the parties to the mediation process every opportunity to be heard
 - II. allow due consideration by all parties of any written statement submitted by any party; and
 - III. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) 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.

7. The Board

7.1 Powers and duties

- (a) The affairs of the Association will be administered by the Board of Directors.
- (b) The Board:
 - I. must manage and control the funds and other property of the Association
 - II. may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members; and
 - III. subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (c) The Board will plan, manage and implement the affairs of the Association in a manner which is consistent with the Association's Purposes.
- (d) The Board may make, amend, repeal and replace By-Laws.
- (e) The Board may establish Committees as it sees fit and to delegate tasks, duties and powers as it sees fit.
- (f) The Board will appoint a Public Officer as required by the Act.
 - I. Unless the Board decides otherwise, the Chief Executive Officer will act as Public Officer and Secretary, and for the avoidance of doubt, will not, in either of those capacities, have a vote under rules 7.1 (g) and 7.13(c).

7.2 Appointment and composition

- (a) The Board shall consist of:
 - I. the President
 - II. the Vice President and
 - III. up to five Ordinary Directors, with at least three elected from Council and up to two who have previously served at least two years as a Councillor or as a member of a Committee of the Association within the preceding five calendar years; and
 - IV. up to two independent Directors (who are not members of the Association) may be appointed by the Board from time to time.
- (b) There shall be a minimum of five (5) and a maximum of eight (8) Directors at any one time.
- (c) The Board shall be appointed by the Council, having either been.
 - I. elected from amongst the membership to the office of President.
 - II. elected from amongst the membership to the office of Vice President.
 - III. elected by the members of the Council to the office of Director, except for independent Directors, who may be appointed by the Board.
- (d) A nominee for the position of President must have served at least two years as a Councillor in the preceding five calendar years.
- (e) The members of Council elect Ordinary Directors at the first Council meeting held after the Annual General Meeting. Ordinary Directors must be either an Ordinary Member or a Life Member.
- (f) With the exception of the President, all Directors will conduct their duties on a voluntary basis.
- (g) No person shall be eligible to act or be appointed as a Director if they are a person who is bankrupt and or have been convicted of an offence concerning the duties of officers of an Association as defined by the Act.

7.3 Tenure

- (a) The office of President and Vice President will be elected by the membership for a one year term at the Annual General Meeting.

- (b) The President and Vice President will be eligible to hold office for no more than two consecutive terms of one year.
- (c) An Ordinary Director and Independent Director may be elected or appointed to the Board for a two year term.
- (d) An Ordinary Director and Independent Director will be eligible to hold office for a maximum of three consecutive terms of two years.
- (e) If any member of Board fails to attend three (3) consecutive meetings without the leave of Board, their office or position may be declared vacant.

7.4 Casual vacancies

- (a) In the event of a casual vacancy arising in the position of Director, the Council may appoint an Ordinary Director to fill the vacancy and the member will hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (b) Time served in a casual vacancy does not count for the purposes of tenure provisions at 7.3.
- (c) The Board may act notwithstanding any vacancy on the Board.

7.5 Meetings of the Board

The Board will meet at least once in any two-month period during the calendar year.

7.6 Chairperson at Board meetings

Meetings of the Board will be chaired by the President unless the President nominates a member of the Board to chair the meetings.

7.7 Quorum for Board meetings

A quorum will comprise one half of the members of the Board plus one as defined in the By-Laws. The President and or Vice President must be in attendance.

7.8 Voting at Board meetings

Decisions requiring a vote shall be decided by a majority of votes, and in the event of a tie, the President, or in the President's absence, the Vice President, shall have the casting vote in addition to a deliberative vote.

7.9 Notice of Board meetings

- (a) Written notice of each Board meeting must be given to each Director at least ten business days before the date of the meeting.
- (b) Written notice must be given to Directors of any extraordinary Board meeting at least two business days before the date of such meeting, specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

7.10 Circulating resolutions

- (a) If all the Directors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have been passed at a meeting of the Board held on the day on which the document was last signed by a Director.
- (b) For the purposes of clause 7.10(a), two or more identical documents, each of which is signed by one or more Directors, together constitute one document signed by those Directors on the days on which they signed the separate documents.
- (c) Any document referred to in this clause may be in the form of an email or other electronic transmission.

7.11 Conflict of interest

A member of the Board having a direct or indirect pecuniary interest in discussions or contracts or proposed contracts with the Association must disclose the nature and extent of that interest to the Board as required by the Act and shall not be eligible to vote in any decisions in relation to these matters as defined in the By-Laws.

7.12 Cessation of Board duties

- (a) The office of a Director shall become vacant if a Board member is:
 - I. disqualified from being a Director by the Act
 - II. permanently incapacitated or dies
 - III. absent from a Board meeting for three consecutive meetings without apology
 - IV. with the exception of 7.2(a)IV., no longer a current member of the Association
 - V. suspended per clause 8.7 and removed in accordance with clause 6.5
 - VI. otherwise ceases to be eligible to hold office per the Constitution or By-Laws.
- (b) An Independent Director (who is not a member of the Association) may be terminated by the Board from their position as Independent Director at any time and for any reason, by ordinary resolution.
- (c) The President's office, on becoming vacant must be offered to the Vice-President. In the event the Vice-President does not take office the members of Council may elect a new President to hold office until the next election of Council.
- (d) Should the Vice President office become vacant the Council may elect one of its members to act in the capacity of Vice President until the next election of Council.

7.13 Chief Executive Officer

- (a) The Board must appoint a Chief Executive Officer of the AMA(SA) for such period or periods as it thinks fit and subject to the terms of any agreement, may terminate the appointment.
- (b) Subject to the terms of any agreement, the Board is responsible for determining the remuneration of the Chief Executive Officer.
- (c) The Chief Executive Officer is required to attend meetings of the Board and Council but is not entitled to exercise any vote (unless the Board so decides).
- (d) The Board may, upon such terms and conditions and with such restrictions as they think fit, confer upon a Chief Executive Officer any of the powers exercisable by them. Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Board. The Board may revoke these powers at any time.
- (e) The duties of the Chief Executive Officer will include the duties and responsibilities as provided in this Constitution and as determined by the Board from time to time.

8. Council

8.1 Powers and Duties

- (a) To elect and appoint the President, Vice President and Ordinary Directors to the Association's Board (except for Independent Directors who may be appointed by the Board).
- (b) To make recommendations to the Board on any matter deemed necessary by Council or requested by the Board.
- (c) To develop, review and promote AMA(SA) policy.
- (d) To identify, discuss and debate emerging issues of relevance and determine action to be taken.
- (e) Other powers and duties as described in the By-Laws.

8.2 Composition

The Council will comprise:

- (a) The President
- (b) The Vice President
- (c) The Immediate Past President
- (d) Practice Group Representatives
 - a. Public Hospital Doctors (3)
 - b. Doctors in Training
 - c. Rural Doctors (2)

- d. Private Specialist Practice
- e. General Practice
- (e) Specialty Group representatives
 - a. Physicians
 - b. Paediatricians
 - c. Emergency Physicians
 - d. Psychiatrists
 - e. Surgeons
 - f. Anaesthetists /Intensivists
 - g. Obstetricians & Gynaecologists
 - h. Pathologists
 - i. Radiologists
 - j. Ophthalmologists
 - k. Dermatologists
- (f) Ordinary members (6) of which at least three will be General Practitioners.
- (g) Medical student representatives (2) (non-voting).
- (h) Any member of the association being a member of the Council of the Federal AMA (hereinafter called a Federal Councillor) (ex officio).

8.3 Appointment of Councillors

- (a) The appointment of Councillors must be conducted in accordance with the procedures outlined in the By-Laws.
- (b) The Council shall be appointed by the AMA(SA) membership having either been:
 - I. elected from amongst the membership to the office of President or Vice President
 - II. elected from amongst the membership as a representative of a Practice Group or Speciality Group
 - III. appointed by virtue of their role as Immediate Past President
 - IV. elected from amongst the membership as an Ordinary Member
 - V. a current medical student
 - VI. a current Federal Councillor.

8.4 Council tenure

- (a) A Councillor may hold office as follows:
 - I. President – elected by the membership at the AGM with a maximum of two, one-year terms
 - II. Vice President – elected by the membership at the AGM with a maximum of two, one-year terms
 - III. Immediate Past President – one two-year term
 - IV. Medical student – one year term
 - V. Federal Councillor – for the period of appointment as a Federal Councillor.
- (b) Members of Council, with the exception of those described above, are appointed for a two-year term and will only be eligible for re-election for a further two consecutive terms.
- (c) If any member of Council fails to attend three (3) consecutive meetings without the leave of Council, their office or position may be declared vacant.

8.5 Quorum for Council meetings

A quorum will comprise of one half of the members of the Council plus one as defined in the By-Laws.

8.6 Voting at Council meetings

Decisions requiring a vote shall be decided by a majority of votes, and in the event of a tie, the President, or in the President's absence, the Vice President, shall have the casting vote in addition to a deliberative vote.

8.7 Suspension of Councillor

- (a) If the conduct or position of any Councillor, including the President, Vice President and Ordinary Directors, is such that continuance in office appears to the majority of the Council, to be prejudicial to the interests of the AMA(SA), a majority of Councillors at a meeting of the Council, specifically called for that purpose, may suspend that Councillor.
- (b) Within 14 days of the suspension, the Council must call a General Meeting, at which the members of the Association may, by Special Resolution, either confirm the suspension and remove the Councillor from Office or annul the suspension and re-instate the Councillor in accordance with clause 6.5.

9. General meetings of members

9.1 Annual General Meeting

- (a) The Association will convene an Annual General Meeting in accordance with the Act within five months after the end of its financial year.
- (b) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (c) The order of business will be:
 - I. the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting.
 - II. the election of Council members which is carried out in accordance with the By-Laws.
 - III. the appointment of auditors
 - IV. presentation of the Association's annual reports
 - V. any other business requiring consideration by the Association in a general meeting; and
 - VI. any special business of which notice has been given in accordance with this Constitution.
- (d) The President or their nominee will chair the meeting.

9.2 Special General Meeting

- (a) In addition to the annual General Meeting, any other General Meetings may be held in the same year.
- (b) All General Meetings, other than the annual General Meeting, are special General Meetings.
- (c) A Special General Meeting may be called by either:
 - I. the Board, with the business of such Special General Meeting stated in the notice of the meeting
 - II. any fifty or more members may, by notice in writing to the Public Officer, request a Special General Meeting be called. On receipt of such notice, the Public Officer must advise the Board and proceed to convene a meeting no later than thirty days after receipt of the notice. Only the business stated in the notice of the meeting may be transacted.
- (d) The President or their nominee will chair the meeting.

9.3 Notice of General Meetings

- (a) Except where a Special Resolution is to be proposed, the Association will give all Members no less than 14 days written notice of each meeting. This notice must include such information as the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) Notice of a general meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (d) An Ordinary Member intending to bring any business before a meeting, being business that may be properly transacted at a General Meeting, may notify the Secretary in writing, or by electronic transmission, the nature of that business and the Secretary must include that business in the notice calling the next General Meeting.

9.4 Proceedings

All meetings of Members must be conducted in accordance with the procedures outlined in the By-Laws.

9.5 Voting at General Meetings

At any General Meeting:

- (a) Subject to these Rules, each Ordinary Member and Life Member is entitled to cast one vote, and
 - I. voting must be conducted in accordance with the procedures outlined in the By-Laws
 - II. voting may be by proxy
 - III. an Ordinary Member is not entitled to vote at a General Meeting unless all moneys due and payable by that Ordinary Member to the Association have been paid in accordance with clauses 6.2(c) and 6.2(d).

9.5.1 Proxies

- (a) Each Ordinary Member and Life Member is entitled to appoint another Ordinary Member or Life Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

9.5.2 Poll at General Meetings

- (a) If at a General Meeting a poll on any question is demanded by the Chairperson or by not less than five Ordinary Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

9.5.3 Manner of determining whether resolution carried.

If a resolution of a question arising at a General Meeting of the Association is determined by a show of hands:

- (a) A declaration by the Chairperson that a resolution has been:
 - I. Carried
 - II. Carried unanimously
 - III. Carried by a particular majority or
 - IV. Lost; and
- (b) An entry to that effect in the minute book of the Association, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

9.6 Quorum at General Meetings

- (a) No item of business may be conducted at a General Meeting unless a quorum of Ordinary Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (b) 35 Ordinary Members present (either in person or by proxy) and entitled to vote constitute a quorum for the conduct of the business of a General Meeting.
- (c) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - I. in the case of a meeting convened upon the request of Ordinary Members, the meeting must be dissolved; and
 - II. in any other case, the meeting will stand adjourned to another date, time and place by written notice to Members (given before the day to which the meeting is adjourned).

- (d) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, then the Ordinary Members personally present and entitled to vote will be a quorum.

10. Conflict of interest

All meetings of the Association are subject to Conflict-of-Interest principles and procedures as set out in the By-Laws.

11. Public Officer

Unless otherwise determined by Board Resolution, the Chief Executive Officer is the Public Officer of the Association for the purposes of the Act.

12. Committees

The Board will establish Committees as specified in the By-Laws.

13. Financial matters

13.1 Income

- 13.1.1 The assets and income of the Association must be applied solely in furtherance of the Purposes and no portion of the income or assets of the Association may be paid or transferred, directly or indirectly, to any Member.

Clause 3.1.1 does not prevent the Association from doing the following things, provided they are done in good faith:

- I. paying a Member for goods or services they have provided to the Association at fair and reasonable rates or rates more favourable to the Association
- II. reimbursing a Member for expenses they have properly incurred on behalf of the Association
- III. paying the President's stipend
- IV. making a payment to a Member in carrying out the Purposes; or
- V. making a payment for any other bona fide reason related to the attainment of the Purposes.

13.2 Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

13.3 Periodic returns

The periodic (annual) return shall be lodged with the Consumer and Business Services within six months of the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.

13.4 Appointment of auditor

- (a) At each Annual General Meeting, the members shall appoint an independent auditor of the Association.
- (b) The auditor shall hold office until the next Annual General Meeting and is eligible for reappointment.
- (c) If an appointment is not made at an Annual General Meeting, the Board shall appoint an independent auditor for the current financial year.
- (d) Any auditor has the rights and duties prescribed by the Act.

14. By-Laws

14.1 Constitution to prevail

To the extent of any inconsistency between By-Laws and this Constitution, this Constitution prevails.

14.2 Procedure to make, amend or revoke by the Board

Subject to clause 7.1(d) By-Laws may be made, amended, added to or revoked by the Board at any time, by a Board Resolution.

15. Amending the Constitution

The Constitution may be altered (including an alteration to the Association's name) by Special Resolution of the members of the Association. Any proposed amendments to the Constitution must be:

- (a) registered as required by the Act.
- (b) notified to the Commissioner of Taxation and/or Australian Charities and Not-For-Profits commission (if required).

16. Winding up

- (a) The Association may be wound up in the manner provided for in the Act.
- (b) Members will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of a winding up or deregistration of the Association.

17. Application of surplus assets

If after the winding up of the Association, there remains "surplus assets" (as defined in the Act), such surplus assets:

- (a) must not be distributed amongst the Members, except in accordance with paragraph (b); and
- (b) distributed to either:
 - I. the National Association, or if the National Association does not exist, then to any organisation which:
 - II. has similar purposes to the Association and has a constitution which prohibits the distribution of its assets and income to its members; and
 - III. such organisation or organisations shall be identified and determined by a resolution of members at a general meeting.

18. Other matters

18.1 The Seal

The Association shall have a Common Seal upon which its corporate name shall appear in legible characters.

18.1.1 Use of the Seal

The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute book of the Association.

18.2 Indemnity

- (a) Subject to the Act, every person who is or has been a Board Member of the Association shall be indemnified out of the property of the Association against any liabilities, losses, costs, expenses and damages whatsoever sustained or incurred directly or indirectly in connection with that person's position as a Board Member of the Association and the discharge by the person of their duties as a Board Member of the Association except:
 - I. a liability owed to the Association or
 - II. a liability that did not arise out of conduct in good faith or

- III. legal costs in defending or resisting proceedings in which the person is found by a Court to have a liability for which the person cannot be indemnified under any of the foregoing provisions of this rule or
 - IV. legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- (b) For the purposes of this rule:
- I. 'conduct' includes acts and omissions
 - II. 'legal costs' means legal costs on a solicitor and client basis; and
 - III. The outcome of legal proceedings means the outcomes of the proceedings and any appeal in relation to the proceedings.
- (c) Where a person seeks to rely on the indemnities contained in this rule, that person shall:
- I. immediately notify the Association of any claim which gives rise to or could give rise to a liability of the Association to that person
 - II. permit the Association to conduct any negotiations and legal proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make an admission or payment in relation thereto
 - III. not make any admission without the prior written consent of the Association; and
 - IV. promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- (d) Subject to the provisions of any privacy legislation to which the Association is subject at the time, the Association shall make available for inspection by any person who is or has been a Board Director of the Association the books of the Association at all reasonable times for the purposes of any investigations or legal proceedings whether directly or indirectly in connection with that person's position as a Board Director of the Association:
- I. to which the person is a party or
 - II. that the person proposes in good faith to bring or
 - III. that the person has reason to believe will be brought against the person.

18.3 Compliance

The Association must lodge such returns, statements or other documentation as the Act (or any other legislation, State or Federal) requires from time to time.

18.4 Notices

Any notice that is required to be given to a member or a Board Director (recipient) by or on behalf of the Association under this Constitution may be given by:

- (a) delivering the notice to the recipient personally
- (b) sending it by prepaid post addressed to the recipient at that recipient's address as shown in the register of members or register of Board members (as the case may be) or electronic transmission, if the recipient has requested that the notice be given to them in this manner.

19. Transitional arrangements

Upon this Constitution becoming effective:

19.1 Membership

- (a) all the current 'Ordinary Members' will continue to be 'Ordinary Members'
- (b) all the current 'Life Members' will continue to be 'Life Members'
- (c) all the current 'Medical Student Associate Members' will be designated as 'Student Member'.
- (d) all the current 'Associate Members' will continue to be 'Associate Members'.

19.2 Affiliated associations of members

Affiliated Local Associations of Members:

- 19.2.1 Local Associations of Members of the Branch formed with the object of promoting the interests of their members may be affiliated to the Branch. When applying for affiliation the proposed Association must submit to Council a copy of its rules which amongst other things must set out the local boundaries or areas within which its members practice.
- 19.2.2 Affiliated Local Associations may form their own constitutions but must not create rules which conflict with Association rules and must notify any repeal, amendment or alteration to rules of council.
- Such rules may provide that any medical practitioner who is not a member of the Branch may be admitted to meetings of the Affiliated Local Association as an observer for a period not exceeding two years and may take part in the debate at any meeting but no such observer will be entitled to vote on any matter or to hold office in the Affiliated Local Association.
- 19.2.3 No Local Association may without first obtaining the written approval of Council do any act or make any written or verbal pronouncement on any medico-political matter or on any matter or questions which affects Members of the Branch generally.
- 19.2.4 Every Affiliated Local Association must furnish to Council in the month of May in each year a report of its proceedings during the previous year, together with a statement showing the names and addresses of all its members and such other particulars as the Council may require.

19.3 Groups

- (a) 'Speciality Groups' will be termed as 'Speciality Group Representatives'
- (b) All members of 'Speciality Groups' will be the members of 'Speciality Group Representatives' classified in accordance with clause 8.2(e) and as prescribed by the Board and set out in the By-Laws.
- (c) The Board may at any time in consultation with the Councillors, form 'Practice Group Representatives' with members in accordance with Clause 8.2(d) and as prescribed by the Board and set out in the By-Laws.

19.4 Board

- (a) The Executive Board of Management will be designated as the Board.
- (b) The members of the Board will be designated as the Directors.
- (c) Every Board Director, Chief Executive Officer and Officer in office as such immediately before the adoption of this Constitution will continue in office subject to the Constitution.
- (d) The Board may at any time appoint up to two independent Directors in accordance with clause 7.2(a)IV.

19.5 Council

- (a) The Council will continue as the Council.
- (b) The members of the Council will be designated as Councillors.

19.6 Committee(s)

Any Committee established by the Board or Council of the Association prior to this Constitution becoming effective will, upon this Constitution becoming effective, continue as a Committee of the Board or Council until such time as the Board or Council determines that it is to be dissolved.

19.7 Other bodies

The Council or Branch [or Board] may from time to time elect or appoint any member or members to represent it on any medical association including the Federal AMA or any other organisations and professional bodies upon such terms and conditions as the Council, Branch or Board may think fit.

BY-LAWS

The provisions contained in the Constitution will prevail in the event of inconsistency between these By-Laws and the Constitution

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By-Laws

By-Law 1. Membership

1. Categories

The Association will have the following categories of membership:

- (a) Ordinary members
- (b) Life members
- (c) Student members
- (d) Associate members
- (e) Any additional categories of membership of the Association as determined by the Board in its absolute discretion from time to time, including the qualifications for admission to any such additional categories and the rights attached to being a member in any such additional categories.

2. Approval of Life Membership

On being advised of an Ordinary Member who is eligible for Life Membership, the Board will determine whether Life Membership is approved.

3. Subscription

Where a medical practitioner joins the Association after the beginning of a membership year, that member must pay a pro-rata subscription based upon the number of whole months remaining in that membership year.

4. Hardship

- (a) A member may apply for relief of or deferment of payment of subscription on the ground of financial hardship. Such application must be made no more than three (3) months after the beginning of the membership year.
- (b) A member who has entered into such arrangement will maintain all their rights and privileges as an ordinary member, provided however that if the member defaults in such arrangements for more than thirty (30) days their membership will be terminated.

5. Member register

- (a) Members must supply the following information on application and must notify any changes which occur:
 - Full name of member
 - Qualifications
 - Date of birth
 - Where and when qualified
 - Specialty group nominated
 - Practice and practice address or residential address
 - Telephone, fax number and email address
- (b) The register of members may be kept in electronic form.
- (c) The register of members will not be open to the public.

By-Law 2. The Board

1. Function of the Board

- (a) The Board will have the power to appoint such officers and employees as are required to carry out the purposes of the Association, including a Public Officer required by the Act, and may delegate any of its powers to such officers and employees except the power of delegation.

- (b) The Board will set annual membership subscription fees.
- (c) The Board will, if necessary, institute, conduct and defend legal proceedings, both civil and criminal, on behalf of the Association.
- (d) The President will be the spokesperson for the Association. In the absence of the President, the Association's spokesperson will be the Vice President. Should they deem it necessary, the President or Vice President will have the option of assigning a specific speaking engagement to another member of the Association.

2. Meetings of the Board

The Board may hold its meetings at such time and place as the Board from time to time decides and as many meetings as it deems necessary but not less than six meetings per annum.

By-Law 3. The Council

1. Function of the Council

- (a) The function of Council is to fulfill its duties as per clause 8.1 of the Constitution.
- (b) Councillors will only have the authority to speak on behalf of the Association if requested to do so by the President, or in the President's absence, the Vice President.

2. Appointment

The appointment of Councillors will be decided as per clause 8.3 of the Constitution and

- (a) Appointment of members of Council will occur at the Association's Annual General Meeting and as outlined in By-Law 4.
- (b) Nominations for candidates are to be called by notice to all members at least twenty-one days prior to the closing date of nominations.
- (c) Nominations must be in writing signed by two members as proposers and by the acceptance of the nominee candidate.
- (d) Practice Group and General members of Council will be elected in even numbered years.
- (e) Speciality Group members will be elected in odd numbered years.

3. Regions

For purposes of rural representation on Council the regions of South Australia are defined as outside a ring around Adelaide including Gawler, Mount Barker and Willunga.

- (a) Country North
State boundaries including Eyre Peninsula and Yorke Peninsula and divided from Country South by a line from Chain of Ponds to Cockburn on the New South Wales border.
- (b) Country South
State boundaries including Kangaroo Island and the Riverland divided from Country North by a line from Chain of Ponds to Cockburn on the New South Wales border.

4. Casual vacancies

- (a) Any casual vacancy on the Council, except the position of Immediate Past President, may be filled by appointment of a member, by the Council.
- (b) The appointed member will hold the office of the Casual vacancy for the same term as the original holder and does not count for the purposes of tenure provisions at 8.4(b) of the Constitution.

5. Chair of Council

- (a) To be eligible for Chair of Council the member must have been a councillor for at least one year.

- (b) Nominations for the position of Chair of Council will be sought following the Annual General Meeting.
- (c) The Chair of Council will be elected annually by the Council at its first meeting following the Annual General Meeting.

6. Election to the Board

- (a) As per 8.1 of the Constitution, Councillors elect and appoint members to the Association's Board.
- (b) To be eligible for appointment to the Board as an Ordinary Director:
 - I. a vacancy must exist
 - II. at least three Ordinary Directors must have served a minimum of two years as a Councillor and up to two Ordinary Directors must have previously served at least two years as a Councillor or as a member of a Committee of the Association in the preceding five calendar years
 - III. a member will not have exceeded three consecutive two year terms as an AMA(SA) Director
 - IV. a member must, following the Annual General Meeting, nominate for a position in writing to the Secretary
 - V. nomination must be signed by two members as proposers and by the nominee accepting the nomination and certifying their qualifications for office.
- (c) Where two or more eligible members nominate for a position on the Board the Council will determine the appointee by secret ballot. The successful candidate/s will be announced at the first meeting of Council following the Annual General Meeting.
- (d) Council will elect and appoint eligible members to the Board in line with the AMA gender equity targets; 40 per cent women, 40 per cent men, 20 per cent flexible.

7. Observers and presenters

- (a) Meetings of Council are open to members from time to time as observers or presenters. However, the Council has the right to resolve to exclude members from their meetings on the following grounds:
 - I. the subject to be discussed could give a commercial advantage to a person or persons
 - II. the subject to be discussed contains reference material entrusted in confidence to the Council by a third party
 - III. any other grounds considered appropriate by the Chair.

By-Law 4. Annual General Meeting

1. Annual General Meeting procedures

As per the *Association Incorporation Act 1985* the Annual General Meeting will be held within five months of the end of the Association's financial year.

Unless otherwise resolved by Board Resolution, the Annual General Meeting will be convened in May of that calendar year.

2. Annual election of members of Council

- (a) There must be an election conducted annually for members of the Council.
- (b) The Board must appoint a Returning Officer for its elections who may be the CEO, Public Officer or failing them, an appropriate person who is not a member.
- (c) The Board may decide by majority vote to appoint two (2) members to act as scrutineers who may not be candidates for election.
- (d) The Board may establish a date for the Annual General Meeting in accordance with the following election schedule.

Days between	Days prior to AGM	Accumulated days	Following nominations call
	63	0	Call for nominations
21 minimum	42	21	Closure of nominations and roll
14 maxima	28	35	Emailing ballot papers
21 set	7	56	Closure of ballot (voting day)
4 set	4	60	Notify candidates
3 minimum	0	63	Annual General Meeting

- (e) Nominations for Council candidates are to be called for by notice to all members. Such notice must be given electronically by the Association to all members at least 21 days prior to the closing date for nominations.
- (f) The date and time that nominations close will be the same as that for the closure of the register of members for verification of eligibility to stand for or vote at election.
- (g) Nominations must be in writing and addressed to the Returning Officer signed by two members as proposers and by the nominee (candidate) accepting the nomination and certifying their qualifications for office.
- (h) Nominations must be received at the AMA(SA) office not later than 5:00 pm on the date stated for closure of nominations.
- (i) Following closure of nominations, should the candidate nominations exceed the positions available on Council the returning officer must, within 14 days of the closure of the nominations, send to all members who are eligible to vote in the election in a particular category, ballot papers (electronic or printed) that contain details about each of the candidates and information about how to cast a vote for any particular member. The voting process will be managed by the Returning Officer.
- (j) The Returning Officer must take such steps as may reasonably be required to ensure the propriety of the election and to ensure eligibility of the voter.
- (k) Voting will close 35 days after the closure of the nominations and voting papers must be received on or before 5:00 pm on the final day for voting. Papers received after 5:00 pm on voting day must be declared invalid by the Returning Officer.
- (l) The results of the election must be notified by the Returning Officer to the candidates within four days of the close of voting.
- (m) The results of the election must be notified to the members at the Annual General Meeting.

By-Law 5. Carriage of meetings

1. Minutes of meetings

The Secretary must keep minutes of the resolutions and proceedings of each General Meeting, each Board Meeting and each Council meeting, together with a record of the names of persons present at those meetings; and:

- (a) All details relating to the disclosure of members' material personal interest in a matter being considered at a meeting per clause 5 of By-Law 5 must be included.
- (b) The minutes of the preceding meeting must be presented to the next meeting for confirmation by resolution as a true and correct record of that meeting.
- (c) The minutes must be kept secure but will be open to inspection by any member.

2. Conduct

- (a) Any member who offends against the By-Laws or behaves in a manner that is considered offensive and/or disrespectful may be requested by the Chair to leave the meeting.
- (b) Any member who knowingly releases confidential meeting information may be censured and such censure must be recorded in the minutes.

3. Voting

- (a) All motions may be decided by a simple majority, unless the President or Chair directs that a matter must be decided by secret ballot.
- (b) Any member of Council, the Board or a Committee may abstain from voting and such abstention must be recorded in the minutes if requested.
- (c) Any member of Council, the Board or a Committee may request that their dissenting vote be recorded.
- (d) In the event of a tied vote the Chair may exercise a casting vote in addition to a deliberative vote, except in the case of meetings of Council where the right of a casting vote remains with the President.
- (e) Business transacted electronically in accordance with the By-Laws will be recorded and is as valid as if recorded at a meeting of the Board, Council or a Committee attended in person by its members.
- (f) Only Ordinary and Life Members are entitled to cast a vote.

4. Quorum

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting will be dissolved.
- (b) A quorum will be half the members plus one. In the case of an odd number, it will be rounded up to the next even number plus one. Eg Membership of the Board is 7. Half of 7 is 3.5 rounded to 4 plus 1 is 5, therefore 5 members of the Board will need to be present for a quorum.
- (c) If a quorum is not reached the meeting will be deemed inquorate and unable to proceed.
- (d) The meeting will stand adjourned to another date, time and place by written notice to Members given before the day to which the meeting is adjourned.

5. Conflicts of interest

- (a) A conflict of interest may occur if a financial or non-financial interest may influence or appear to influence the ability of a Member to exercise objectivity in participation in a meeting or any decision-making process of the organisation. Non-financial conflicts of interests include those which are functional, representational, legal and statutory as well as those relating to relationships with other parties including other organisations, employees, family members and friends.
- (b) All such conflicts of interest shall be declared by the Member concerned before relevant discussions and decision-making, and ideally prior to meetings.
- (c) Members, on joining the Board or Council, will be required to register any potential financial or non-financial conflicts of interest. The register will be added to the papers of each meeting.
- (d) It is the obligation of the Member to inform the AMA(SA) secretariat of any changes and updates to be made to actual or potential conflicts of interests.
- (e) Where a Member has an actual or perceived financial conflict of interest, that Member shall not initiate or take part in any discussion on that topic (either in a meeting or with other Members before or after meetings), unless expressly invited to do so by unanimous agreement by all other Members present while the relevant Member is not present.
- (f) Where a Member has an actual or perceived financial conflict of interest, that Member shall not vote on that matter.
- (g) Where a Member has an actual or perceived non-financial conflict of interest, that Member shall not initiate or take part in any discussion on that topic (either in the meeting or with other Members before or after the Board or Council meetings), unless expressly authorised to do so by the other Members who have agreed that this is appropriate without the relevant Member present.

By-Law 6. Committees

1. Establishment of Committees

- (a) The Board will determine which committees will be formed to assist the Board and Council.
- (b) Each Committee is required to have terms of reference and membership which is approved by the council and reviewed annually.

2. Reporting

- (a) Where the Board has delegated a subsection of its powers to a Committee, the Committee will provide all minutes and recommendations to the Board and will only have the authority to act as described in the Committee's Terms of Reference.
- (b) The President, Vice President and CEO will be entitled to attend any Committee meetings and participate as ex-officio members.

