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AUSTRALIAN ASSOCIATION  
OF CONSULTANT PHYSICIANS

**The Australian Association of Consultant Physicians Limited**

**Memorandum and Articles of Association**

## **Memorandum of Association of The Australian Association of Consultant Physicians Limited**

- 1 The name of the Company is “The Australian Association of Consultant Physicians Limited” (hereinafter called “the Association”).
- 2 The objects of the Association are:
  - (a) to promote maintain and improve the highest standards of medical patient care in the community;
  - (b) to promote mutual understanding and fellowship between persons engaged in service as consultant physicians and to promote good relations between such persons and other persons engaged in the practice of medicine and between such persons and the community;
  - (c) to act as a representative body invested with authority to negotiate with Government and other bodies associations institutes or groups statutory or otherwise in relation to matters affecting the interests of consultant physicians in Australia and in furtherance of the objects of the Association to become affiliated or associated with such other body association institute group statutory or otherwise as the Association may think fit; and
  - (d) to promote and safeguard the professional interests and conditions of service of consultant physicians.
- 3 In furtherance of the Objects of the Association the Association shall have the following powers:
  - (a) to publish books periodicals papers or any other literary material;
  - (b) to acquire in any manner whatsoever any real property or any estate or interest therein whether such real property by freehold leasehold or held under licence or permissive occupation or any personal property or any rights privileges or concessions;
  - (c) to sell or transfer sublet or otherwise dispose of any of the property of the Association;
  - (d) to erect upon any property of the Association any buildings required for the purpose of the Association and to alter or reconstruct such building;
  - (e) to borrow or raise and to secure payment of money;
  - (f) to invest the money of the Association in such forms of investment as are permissible by law for the investment of trust funds;
  - (g) to receive gifts or legacies and to make gifts;
  - (h) to accept and hold property on trust calculated directly or indirectly to further the objects of the Association;
  - (i) to employ and dismiss officers and employees whether professional or otherwise and to pay to such persons any such salaries wages fees or emoluments as shall be appropriate and to establish manage support or make contributions to any fund calculated to benefit such persons or their dependants; and
  - (j) to do all such other things as are incidental to the furtherance of the objects of the Association.
- 4 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member of the Association but so that no member of the Council of management or governing body of the Association, shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money’s worth shall be given by the Association to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the association. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or governing body may be a member and in which such member shall not hold more

than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he/she may receive in respect of such payment.

- 5 The liability of the members is limited.
- 6 Every member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).
- 7 If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
- 8 True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspect of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 9 The full names addresses and occupations of the subscribers hereto are:

John Freeman  
173 Macquarie Street  
Hobart, Tasmania  
Medical Practitioner

Geoffrey Duggin  
1 The Battlement  
Castlecrag, New South Wales  
Medical Practitioner

Michael Scollin Rice  
220 Melbourne Street  
North Adelaide, South Australia  
Medical Practitioner

Peter Graham Row  
48 Kew Road  
Graceville, Queensland  
Medical Practitioner

Geoffrey Charles Byrne  
8 Constance Street  
Darlington, Western Australia  
Medical Practitioner

Geoffrey Metz  
15 Collins Street  
Melbourne, Victoria  
Medical Practitioner

Jerry Koutts  
352 Victoria Place  
Drummoyne, New South Wales  
Medical Practitioner

- 10 The subscribers are desirous of being formed into a company in pursuance of this Memorandum of Association.

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Signature of Subscriber

Witness

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ORIGINAL DOCUMENT CONTAINS SIGNATURES, DULY WITNESSED, OF  
SUBSCRIBERS AS PREVIOUSLY LISTED.

DATED this 18th day of July, 1989.

AMENDED 9 May 2007

AMENDED 20 November 2008

# **Articles of Association of The Australian Association of Consultant Physicians Limited**

## **1 PRELIMINARY**

### **Definitions**

#### 1.1 In these regulations:

“Act” means the “*Corporations Act 2001*” and includes any amendment or re-enactment of it, any legislation passed in substitution for it or any regulation or statutory instrument made or issued under it;

“Articles” means the Articles of Association of the Association as amended from time to time and a reference to a particular Article has a corresponding meaning;

“Association” means The Australian Association of Consultant Physicians Limited;

“Code” means the Companies (New South Wales) Code and includes the Act;

“Council” means the Council of the Association constituted as provided in the Articles;

“Executive Committee” means the President, Vice-President and Treasurer; “Member”

means a person registered as a Member of the Association in the Register of Members;

“Memorandum” means the Memorandum of Association of the Association as amended from time to time and a reference to a particular clause in the Memorandum has a corresponding meaning;

“President” “Vice-President” “Treasurer” means those respective officers of the Association appointed from time to time as provided by the Articles;

“Register of Members” means the Register of Members kept by the Association pursuant to the Code;

“Registered Office” means the Registered Office for the time being of the Association;

“Seal” means the common seal of the Association;

“State” means the State of New South Wales; and

“Voting Member” means a Member entitled to vote at the meeting concerned or a duly appointed proxy of such a Member.

### **Interpretation**

#### 1.2.1 In the Articles unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) words importing persons include bodies corporate and unincorporated associations;
- (c) words importing the singular include the plural and vice versa; and
- (d) a reference to a statute or code (or to a provision of a statute or code) means the statute, code or provision as modified or amended and in operation for the time being or any statute, code or provision enacted in lieu thereof and includes any regulation or rule for the time being in force under the statute, code or provision.

#### 1.2.2 Section 40 of the Companies and Securities (Interpretation and Miscellaneous Provisions) (New South Wales) Code applies in relation to the Articles as if they were an instrument made by an

authority under a power conferred by the Code as in force on the date on which the Articles became binding on the Association.

- 1.2.3 An expression used in a particular Part or Division of the Code that is given by that Part or Division a special meaning for the purposes of that Part or Division has, in any of the Articles that deals with the matter dealt with by the Part or Division, unless the contrary intention appears, the same meaning as in that Part or Division.
- 1.2.4 Headings to the Articles shall not affect their construction.

### **Purposes**

- 1.3 The Association is established for the objects expressed in the Memorandum and all things incidental thereto.

## **2 MEMBERSHIP**

### **Members**

- 2.1 The subscribers to the Memorandum and such other persons as the Council shall admit to membership in accordance with these regulations shall be Members of the Association.
- 2.2 If the whole of the funds and other assets of the unincorporated association known as The Australian Association of Consultant Physicians become the absolute property of the association after its incorporation then every person who at the date of incorporation of the Association is a member of that unincorporated association and who on or before 30 June 1990 agrees in writing to become a member of the Association shall be admitted by the Council to membership of the Association and shall not be liable to pay any sum by way of subscription to the Association for the period prior to 1 July 1990.
- 2.3.1 The Association shall be entitled to admit as a Member a person who is a legally qualified medical practitioner resident in Australia or its administered Territories and recognised by the Australian Department of Health and Ageing or other registered authorities as a consultant physician or paediatrician or accepted by the Council of the Association as having appropriate qualifications.
- 2.3.2 A Member shall have the rights and privileges attaching to Membership of the Association including being eligible to attend and vote at meetings, to become a Member of the Council, to become an Officer of the Association and to become a member of a committee of Council;
- 2.3.3 A Member shall pay the annual subscription payable by Members as is prescribed by the Council of the Association from time to time.

### **Admission to Membership**

- 2.4.1 Candidates for membership shall sign and forward to the Association an application in the form or to the effect following:

I desire to become a Member of The Australian Association of Consultant Physicians Limited and agree to be bound by the Memorandum and Articles of Association and authorise the entry of my name on the Register of Members as follows:

Full name  
Postal and email addresses  
Phone and fax numbers  
Qualifications  
Main Faculty / Chapter / Specialty Society association

Applications shall be accompanied by payment in full of the current membership fees.

- 2.4.4 The name of every person accepted for membership of the Association shall be forthwith entered in the Register of Members together with the date of his/her admission and his/her contact

details.

- 2.4.5 The Council of the Association shall from time to time prescribe the amount of annual subscription payable by a Member and shall prescribe the time and the manner in which payment is to be made.
- 2.4.6 No member shall be entitled to exercise the rights and privileges of a Member unless all moneys due and payable by him/her to the Association have been paid except in the case of annual subscriptions which must be one year in arrears before such Member shall be denied the right to exercise the rights and privileges of membership.

#### **Change of Address**

- 2.5 Any Member who shall at any time change his/her postal address or email shall immediately give notice thereof in writing to the Association and such new address shall be promptly recorded in the Register of Members.

#### **Cessation of Membership**

- 2.6.1 Any Member may ipso facto cease to be a Member of the Association if he/she:
- (a) is found guilty of infamous conduct in a professional respect;
  - (b) is found guilty of an indictable offence;
  - (c) ceases to be eligible for Membership as provided by these Articles;
  - (d) is expelled from the Association in the manner hereinafter provided;
  - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (f) resigns his/her membership by notice in writing left at the Registered Office or sent by post or email to the Executive Officer; or
  - (g) has failed for a period of one year from the due date to pay any moneys due by him/her to the Association.
- 2.6.2 Any person who resigns his/her membership shall be eligible to re-apply for membership upon payment of the annual subscription for the year current at the time of his/her re-application and payment of any outstanding subscriptions.
- 2.6.3 The Council shall have power in its absolute discretion to remit any annual subscription in arrears or any other moneys due by a Member or other person to the Association.

### **3 PERSONS REMUNERATED BY THE ASSOCIATION**

- 3.1 Any person who is in receipt of any salary wage fee or emolument from the Association shall not be entitled to:
- (a) exercise voting rights at any meeting of the Association; or
  - (b) become an Officer of the Association

notwithstanding that such person would otherwise be qualified to exercise such rights or assume such office pursuant to any other provisions of these Articles.

## **4 GENERAL MEETINGS**

### **Annual General Meeting**

- 4.1 An Annual General Meeting of the Association shall be held at least once in every calendar year and otherwise in accordance with the provisions of Section 240 of the Code.

### **Extraordinary General Meetings**

- 4.2.1 All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 4.2.2 The Council may whenever it thinks fit convene an Extraordinary General Meeting. An Extraordinary General Meeting shall be convened by the Executive Officer on receipt of the requisition of not less than one-tenth of the Members of the Association.
- 4.2.3 Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, at least 14 days' notice (exclusive of the day on which the notice is given and exclusive of the day of the meeting) shall be given to such persons as are entitled to receive such notices from the Association. The notice shall specify the place, the date and the hour of the meeting and, in the case of special business the general nature of that business.
- 4.2.4 Any such requisition shall be signed by the requisitors and left at the Registered Office or sent by post to the Executive Officer and may consist of several documents in like form each signed by one or more requisitors.
- 4.2.5 Any such requisition shall specify the objects of the meeting required and the meeting shall be convened for the purpose specified in the requisition and if convened otherwise than by the Council for that purpose only.

### **Special Business**

- 4.3 For the purpose of Article 4.2.3 all business to be transacted at an Extraordinary General Meeting shall be special business. All business that is to be transacted at an Annual General Meeting shall be special business with the exception of the consideration of the accounts, balance sheets, the report of the Council and auditors, the appointment of Councillors and any appointment of auditors.

## **5 PROCEEDINGS AT GENERAL MEETINGS**

### **Quorum**

- 5.1.1 No business shall be transacted at any general meeting unless a quorum of Voting Members is present either personally or by proxy.
- 5.1.2 A quorum shall be constituted by 30 persons who are Voting Members.

### **Failure to Achieve a Quorum**

- 5.2.1 If within half an hour from the time appointed for the meeting a quorum is not present:
- (a) the meeting, if convened upon the requisition of Members, shall be dissolved; and
  - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine.
- 5.2.2 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than 10 persons who are Voting Members) shall be a quorum. If a quorum is still not present the meeting shall be dissolved.

### **Chairman**

- 5.3.1 The President shall preside as Chairman at every general meeting of the Association. If the President is absent the Vice-President shall be Chairman. In the event that neither is present or if they are unwilling to act then the Members present shall appoint one of their number to be Chairman of the meeting.
- 5.3.2 The Chairman shall be responsible for the general conduct of the meeting and may make rulings and in addition to any general power to adjourn may adjourn the meeting without putting the question to the vote if such action is required to ensure the orderly conduct of the meeting.

### **Adjournments**

- 5.4.1 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.4.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 5.4.3 Subject to Article 5.4.2 it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

### **Voting at General Meetings**

- 5.5.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman; or
  - (b) by at least five Voting Members present in person; or
  - (c) by at least 15 Voting Members present in person or by proxy.
- 5.5.2 Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.5.3 The demand for a poll may be withdrawn.
- 5.5.4 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the appointment of a Chairman or on a question of adjournment shall be taken forthwith.
- 5.5.5 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 5.5.6 On a show of hands every person present who is a Voting Member shall have one vote.
- 5.5.7 On a poll every Voting Member present in person or by proxy shall have one vote.
- 5.5.8 No Member shall be entitled to vote at any general meeting if his/her membership fees are in arrears at the commencement of the meeting.

### **Proxies**

- 5.6.1 A member may vote in person or by proxy. The proxy need not be a Member.

- 5.6.2 The instrument appointing a proxy shall be in writing under the hand of the appointor.
- 5.6.3 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 5.6.4 A Member shall be entitled to instruct his/her proxy in favour of or against any proposed resolutions or on the election of Councillors. Unless otherwise instructed the proxy may vote as he/she thinks fit.
- 5.6.5 The instrument appointing a proxy shall be substantially in the form produced below.

**THE AUSTRALIAN ASSOCIATION OF CONSULTANT PHYSICIANS LIMITED**

I, ..... of ..... being a financial Member of The Australian Association of Consultant Physicians Limited hereby appoint ..... or failing him/her ..... or failing both of them, the Chairman as my proxy to vote for me on my behalf at the \*Annual / \*Extraordinary General Meeting of the Association, to be held on the ..... day of ..... 20... and at any adjournment thereof.

My proxy is hereby authorised to vote \*in favour / \*against / \*as he/she thinks fit in respect of the following resolutions: .....

Signed this ..... day of ..... 20....

- 5.6.6 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the Registered Office of the Association, or at such other place as is specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person names in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. A legible facsimile transmission copy of any such instrument will be accepted as if it were the original instrument.
- 5.6.7 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**6 COUNCIL**

- 6.1.1 Until otherwise determined by a special resolution passed by two-thirds of the Members the number of Councillors shall be not less than six nor more than ten and shall be elected by the Members (“Elected Councillors”).
- 6.1.2 No person shall be eligible to be appointed or to remain as a Councillor unless he/she is a Member.
- 6.1.3 All Councillors shall be appointed and shall hold office as provided by the Articles.
- 6.1.4 Notwithstanding anything in these Articles herein contained the first Council shall be the subscribers whose appointment shall expire at the close of the first Annual General Meeting.

**Meeting of the Association**

- 6.1.5 The Elected Councillors shall hold office for a term of three years (save as is hereinafter provided) and shall take office immediately following the Annual General Meeting at which they

are declared elected and shall go out of office at the end of the third Annual General Meeting after the Annual General Meeting at which they were declared elected.

- 6.1.6 No Member shall be elected to the Council until he/she has indicated that he/she is desirous of becoming a Member of the Council. This desire shall be expressed in writing.
- 6.1.7 If the number of nominations for membership of the Council shall be less than the number of vacancies upon the Council then a casual vacancy or casual vacancies as the case may be shall be deemed to have arisen in relation thereto.
- 6.1.8 Any casual vacancy among Elected Members of the Council shall be filled by the Council from among the Members provided always that any member of the Council so appointed shall hold office only until the next Annual General Meeting but shall be eligible for re-election at such meeting.
- 6.1.9 Candidates for election as Elected Councillors shall first be nominated in accordance with the following procedure. The Council not later than two months prior to the holding of an Annual General Meeting at which an Elected Councillor is to be elected shall by a notice to Members invite Members to nominate for consideration as potential candidates for election as an Elected Councillor. Any nomination must be made in accordance with Article 6.2.2.
- 6.1.10 (a) The number of Elected Councillors resident in any one state or territory of Australia must not exceed four.  
(b) There shall be at least one Elected Councillor who is an Adult Medicine Consultant Physician, one who is a Consultant Paediatrician and one who is a Fellow of a Faculty or Chapter or Specialty Society of the Royal Australasian College of Physicians.
- 6.1.11 In addition to the circumstances in which the office of a Councillor becomes vacant by virtue of the Code, the office of a Councillor shall be vacated:
- (a) if he/she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) if he/she absents himself/herself from three consecutive Council meeting without special leave of absence from the Council and the Council resolves that his/her office be vacated;
- (c) if his/her office be declared vacant by an ordinary resolution of two-thirds of the Members;
- (d) if he/she ceases to be a Member; or
- (e) if he/she resigns his/her office by notice in writing to the Association.
- 6.1.12 (a) Subject to the Articles and the Code, Councillors appointed at an Annual General Meeting shall hold office for three years.  
(b) A Councillor whose period in office is to expire at the close of an Annual General Meeting is eligible for re-appointment at that meeting.

#### **Appointment of Councillors by Members**

- 6.2.1 The appointment of Elected Councillors by the Members shall be by election as provided in the Articles. For the purposes of conducting all elections of Elected Councillors the Executive Officer shall be the Returning Officer unless another Member is appointed to undertake this task by the Council.
- 6.2.2 No person (including a retiring Councillor) shall be eligible for election as a Councillor by the Members unless notice of his/her nomination has been given to the Executive Officer:
- (a) in the case of the election to be held at each Annual General Meeting, on or before 1 September in any year or such later time as the Council may permit in its absolute discretion; or
- (b) in any other case, at least 21 days prior to the meeting at which the election is to be held or such shorter period as the meeting otherwise permits.

A nomination notice shall be signed by the nominator, the seconder and the nominee who shall all be financial Members. The nomination notice shall be substantially in the following form:

**THE AUSTRALIAN ASSOCIATION OF CONSULTANT PHYSICIANS LIMITED**

**Nomination for election as Councillor**

I, ..... of ..... being a financial Member of The Australian Association of Consultant Physicians Limited wish to nominate ..... of ..... for election as a Councillor of that body.

This nomination is seconded by ..... of ..... being a financial Member of The Australian Association of Consultant Physicians Limited.

I, ..... being a financial Member of The Australian Association of Consultant Physicians Limited consent to being nominated for election as a Councillor of that body. My date of birth is .....

.....  
Signature of Proposer

.....  
Signature of Secunder

.....  
Signature of Candidate

I am and present myself as a ..... (insert one of Adult Medicine Physician, Consultant Paediatrician, or Fellow of a Faculty or a Chapter or a Specialty Society of the Royal Australasian College of Physicians).

Dated this ..... day of ..... 20...

6.2.3 If the number of Members nominated for election to the Council does not exceed the number of vacancies on the Council to be filled, the Members so nominated shall, at the meeting concerned, be declared elected as Elected Councillors.

6.2.4 If the number of Members nominated for election to the Council exceeds the number of vacancies on the Council to be filled, an election shall be conducted by secret ballot in the following manner:

- (i) Ballot papers shall be prepared setting out the names of the candidates for the Council and providing for voters to cast their votes by placing a mark opposite the names of the candidates for whom they desire to vote.
- (ii) The order in which candidates appear on the ballot papers shall be determined by lot drawn by the Returning Officer.
- (iii) The Executive Officer shall enclose with the notice convening the general meeting at which an election of Councillors is to take place a proxy form which will enable a Member appointing a proxy to direct the voting of the proxy on the election. Such proxy form shall set out the names of the candidates in the same sequence as is on the ballot papers.
- (iv) The Executive Officer shall circulate brief (of no more than 50 words) biographical information on each candidate for election to the Council where such information is provided to the Secretary with the nomination form and the Returning Officer is satisfied that the information is not false or misleading.
- (v) At the meeting at which the election is to take place, each Voting Member shall be handed one ballot paper for his/her own use and, except where (vi) applies, one ballot paper for each Member he/she represents.
- (vi) A Member may direct his/her proxy as to how he/she is to vote on an election of Councillors by completing the relevant section of the proxy form so as to indicate the one or more candidates for whom he/she desires to vote. Where completed in this

- manner the proxy form shall for the purposes of the Articles be treated as if it was a ballot paper tendered by the Voting Member on behalf of the Member concerned.
- (vii) The Returning Officer shall be responsible for the issuing of ballot papers to Voting Members present at the meeting, the receipt of completed ballot papers, the verification of proxy votes, the counting of all votes validly cast and all other matters incidental to the proper conduct of the election.
  - (viii) The Council shall appoint two Members to act as scrutineers. The scrutineers shall be responsible for overseeing the conduct of the election and shall be entitled to be present to witness all actions taken by the Returning Officer or his/her assistants and shall have access to all proxy forms, ballot papers and other documents necessary to fulfil these responsibilities.
  - (ix) If any question arises as to the validity of any vote it shall be determined by the Returning Officers and his/her decision thereon shall be final.
  - (x) The Returning Officer shall report the result of the ballot to the Chairman of the meeting who shall declare the result. When declaring the result the Chairman shall specify the number of terms for which each of the Councillors has been appointed in accordance with the Articles and those particulars shall be recorded in the minutes of the meeting.
  - (xi) To be valid votes shall not be cast for more than the number of positions to be filled by the election.
  - (xii) A vote shall not be invalid if the Member has not cast a vote for the full number of the positions to be filled by the election.
  - (xiii) Where any candidate if elected would cause there to be a non-compliance with Article 6.1.10 (a) then only the candidates up to the number permitted under that clause who have achieved the most number of votes shall be elected and that candidate shall be eliminated. Where the result of an election would result in a candidate not being elected but whose election is necessary to comply with Article 6.1.10 (b) then that candidate (but if more than one the one achieving the highest number of votes) shall be deemed to have achieved sufficient votes to be elected and the candidate otherwise achieving the least higher number of votes shall be eliminated.

## **7 OFFICERS OF THE ASSOCIATION**

- 7.1 Immediately after the Annual General Meeting each year commencing with the first Annual General Meeting, the Council shall meet and elect a President, a Vice-President and a Treasurer (in accordance with Article 14.1) from amongst the Councillors. The President must be an Adult Medicine Consultant Physician who is a Fellow of the Royal Australasian College of Physicians.
- 7.2 The President shall hold office for no more than three consecutive annual terms unless in the view of Council there are particular circumstances to warrant the President holding office for one additional annual term.
- 7.3 The President, Vice-President and Treasurer shall vacate their respective offices if they cease to be Councillors or if they are removed from such offices by a resolution of the Council provided that such a resolution is supported by two-thirds of the members of Council.
- 7.4 The Council may appoint any Councillor to fill any casual vacancy in the office of President or of Vice-President or of Treasurer and any Councillor so appointed shall be eligible for re-appointment to the same office. The period between an appointment to fill a casual vacancy and the first meeting of the Council following the next succeeding Annual General Meeting shall not be taken into consideration for the purposes of Article 7.2.

## **8 POWERS OF THE COUNCIL**

- 8.1.1 The management and control of the business and affairs of the Association shall, subject to the Memorandum and the Articles, be vested in the Council. In addition to the powers and authorities expressly conferred upon the Council by the Articles, it may exercise all such powers and do all such acts and things as are within the scope of the Memorandum and are not hereby or by statute or by the Memorandum expressly

directed or required to be exercised or done by the Members in general meeting. No variation to the Memorandum or the Articles shall invalidate any prior act of the Council which would have been valid if such variation had not been made. The Council shall not sell or otherwise dispose of the main undertaking of the Association either absolutely or conditionally without the prior sanction of the Members in general meeting.

- 8.1.2 Without limiting the generality of the powers conferred upon the Council by the preceding Article 8.1.1 the Council shall have power to make regulations from time to time not inconsistent with the Articles in relation to the Association and to vary or rescind the same from time to time and without limiting the generality of the foregoing the Council may from time to time make such regulations in relation to:
- (a) procedural matters in relation to applications for Membership;
  - (b) entrance fees (if any) and annual subscriptions to be payable by Members;
  - (c) rights and privileges to be accorded to Members;
  - (d) conditions of appointment of Co-opted Councillors;
  - (e) the nomination and election of Members of the Council and Officers of the Association;
  - (f) postal ballots of Members of the Association or Members of the Council;
  - (g) the membership and proceedings of Committees of the Council; or
  - (h) the appointment of Trustees of all or any part of the assets and property and funds of the Association.
- 8.1.3 The Council may from time to time at its discretion and in furtherance of the objects of the Association borrow or raise or secure repayment of money.
- 8.1.4 The Council may delegate all or any of its functions powers and discretions to committees consisting of such Members as the Council may from time to time determine.
- 8.1.5 Committees of the Council may be either standing committees or ad hoc committees.
- 8.1.6 The President of the Council shall be an ex-officio member of all committees of the Council.
- 8.1.7 Any Committee of the Council shall in the exercise of its powers conform to any regulations that may be imposed on it by Council.
- 8.1.8 The proceedings of any committee of the Council formed or appointed pursuant to Articles 8.1.4 shall mutatis mutandis be governed by the provisions of the Articles regulating the meetings and proceedings of the Council save where the Council shall in relation to the proceedings of the Committee have otherwise provided by regulation.

## **9 PROCEEDINGS OF COUNCIL**

- 9.1 The Council may meet for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business which shall not be less than five. Reasonable notice of all Council meetings shall be given to all Councillors at their address for service.
- 9.2 Upon the written request of five Councillors the Secretary shall convene a meeting of the Council.
- 9.3 The President or in his/her absence the Vice-President shall be entitled to act as Chairman at meetings of the Council. If at any meeting neither the President nor the Vice-President are present within ten minutes after the time appointed for holding the same the Councillors present may choose one of their number to be Chairman of the meeting.

- 9.4 Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 9.5 A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the Articles for the time being vested in or exercisable by the Council.
- 9.6 A resolution in writing (comprising one or more documents in like form) signed by not less than two-thirds of the Councillors shall have the same force and effect as a resolution passed at a meeting of the Council notwithstanding that such resolution shall not have been passed at a meeting of the Council provided that notice of the proposed resolution has been given to all Councillors.
- 9.7 A meeting of the Council shall include:
- (a) a meeting of Councillors assembled in person on the same day at the same time and place; or
  - (b) the Councillors communicating with each other by telephone or any other technological means by which they are able to communicate with each other and participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place

and a Councillor participating in the meeting under this Article shall be deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting notwithstanding that he/she is not physically present at the place appointed for the meeting.

- 9.8 Councillors shall not be entitled to appoint an Alternate Councillor to attend Council meetings on their behalf.
- 9.9 All acts done at any meeting of the Council, the Executive Committee or by a committee appointed by the Council in pursuance of Article 8.1.4 or by any person acting as a Councillor shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Councillors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

## **10 EXECUTIVE COMMITTEE**

- 10.1 The Executive Committee of the Council shall consist of the President, the Vice-President and the Treasurer.
- 10.2 The Executive Committee shall during the intervals between meetings of the Council exercise such of the functions powers and discretions of the Council in the management and direction of the business and the conduct of the affairs of the Association as may be entrusted to it from time to time by the Council or such as the Executive Committee in cases of emergency in its absolute discretion may deem it necessary to exercise.
- 10.3 No business shall be transacted at any meeting of the Executive Committee unless a quorum of members of the Committee is present and three Members present shall constitute a quorum for all purposes.

## **11 COUNCILLORS' INTERESTS**

- 11.1 Each Councillor must disclose his/her potential conflict of interests to the Association in accordance with the Code and the Executive Officer shall record any such declaration in the minutes of the relevant meeting and send a copy thereof to each other Councillor as is required by the Code. The disclosure obligations of this Article shall apply to members of committees of Council as if they were Councillors.

## **12 CHEQUES AND OTHER NEGOTIABLE INSTRUMENTS**

- 12.1 All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed and drawn accepted made or endorsed as the case may be for and on behalf of the Association in such manner as the Council may from time to time determine.

## **13 MINUTES**

- 13.1 At all Annual General Meetings, Extraordinary General Meetings, Council Meetings and committee meetings minutes shall be made:

- (a) of any appointment or removal of officers or servants;
- (b) of names of Members, Councillors and all other persons present at the meeting; and
- (c) of all proceedings at the meeting including all resolutions considered and passed.

- 13.2 The minutes shall be signed by the Chairman of the meeting at which the proceedings took place or by the Chairman of the next succeeding meeting.

## **14 SECRETARY OF THE COMPANY**

- 14.1 The Council shall in accordance with the Code appoint one or more persons to be the Secretary of the Company for such terms and upon such conditions as it thinks fit, and any Secretary of the Company so appointed may be removed by it.

## **15 SEAL**

### **Safe Custody and Use**

- 15.1 The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or of a duly authorised committee of the Council.

### **Affixation of the Seal**

- 15.2 Every instrument to which the Seal is affixed shall be signed by a Councillor and shall be countersigned by a second Councillor or by some other person appointed by the Council for the purpose.

## **16 ACCOUNTS**

### **Proper Accounts**

- 16.1 The Council shall cause proper accounting and other records to be kept and shall make available to Members a copy of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Code.

### **Annual Accounts**

- 16.2 The Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.

### **Inspection of Accounts**

- 16.3 The Council shall from time to time determine in accordance with Clause 8 of the Memorandum at what times and places under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of Members.

## **17 AUDIT**

### **Appointment of Auditor**

- 17.1 A properly qualified auditor shall be appointed in accordance with the Code and his/her duties shall be regulated in accordance with the Code.

## **18 NOTICES**

### **Service of Notices**

- 18.1 Any notice required by law or by or under the Articles to be given to any Member may be given by sending it by post to him/her at his/her address as shown in the Register of Members or the address supplied by him/her to the Association for the giving of notices to him, or by serving it on him/her personally.

### **Notice of General Meeting**

- 18.2.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every Member; and
  - (b) the auditor for the time being of the Association.
- 18.2.2 No other person shall be entitled to receive notices of general meetings unless otherwise agreed by the Council.
- 18.2.3 The accidental omission to give notice to or the non-receipt by a Member of any notice shall not invalidate the proceedings of any general meeting or any resolution passed thereat.

## **19 WINDING-UP**

- 19.1 The provisions of Clause 7 of the Memorandum relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in the Articles. Should the Association be wound up the residual assets shall be distributed in accordance with Clause 7 of the Memorandum of the Association.

## **20 EXPULSION**

- 20.1 A Member of the Association may be expelled from the Association by the vote of at least three-fourths of the Members of the whole Council present at a meeting of the Council which shall be called to consider and deal with the matter of the conduct of such Member if the Council is satisfied that he/she has been guilty of conduct derogatory of the dignity of the Association or inconsistent with its purposes provided always that reasonable notice of such meeting and a statement of the charges against him/her shall be given to the Member whose conduct is to be considered and he/she shall be entitled to attend the meeting of the Council and to show cause why he/she should not be expelled or to submit an explanation of his/her conduct in writing.

## **21 INDEMNITY OF OFFICERS**

- 21.1 Indemnity and Insurance – Every officer and past officer (as defined in the Act) of the Association may be indemnified by the Association, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Association or a subsidiary of the Association, including legal costs and expenses incurred in defending any legal proceedings. This indemnity does not extend to any liability incurred by the officer arising from any claim made by that officer against the Association (whether that claim is made solely by the officer or otherwise).

The Association may pay the premium on a contract insuring a person who is or has been an officer of the Association to the fullest extent permitted by law.”

We the several persons whose signatures are subscribed being subscribers to the Memorandum of Association of the Australian Association of Consultant Physicians Limited hereby agree to the foregoing Articles of Association.

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Signatures of Subscribers

Witness

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ORIGINAL DOCUMENT CONTAINS SIGNATURES, DULY WITNESSED, OF SUBSCRIBERS AS PREVIOUSLY LISTED.

AMENDED 9 May 2007