



CONSTITUTION

Australian Medical Association (South Australia) Incorporated

(as adopted by a Special Resolution of the Members on 28 May 2026)

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PRELIMINARY MATTERS

1. NAME OF ASSOCIATION

The name of the incorporated association is Australian Medical Association (South Australia) Incorporated.

2. OVERVIEW OF GOVERNANCE STRUCTURE

The Association comprises the Board, the Council, and the Members, the functions of which are generally described below and are more specifically provided in this Constitution:

	Consists of:	Functions (general summary):
Board	President Vice President Four (4) Council-appointed Directors (maximum) Two (2) Independent Directors (maximum) (One of the above shall also be Chairperson)	• Sets and monitors organisational strategy • Manages the business and administers the affairs of the Association • Appoints and manages CEO
Council	President Vice President Immediate Past President Six (6) Ordinary Councillors at least three (3) of whom are general practitioners Eight (8) Practice Group Representative Councillors Eleven (12) Specialty Group Representative Councillors (One of the above shall also be Presiding Councillor) Two (2) Student Councillors (non-voting) Any SA-based Federal Councillors (ex officio) (non-voting)	• Identifies, discusses and debates emerging issues of relevance • Responsible for development of policy regarding medical, political and advocacy matters • May make recommendations to the Board • Elects up to four (4) directors to the Board
Members	Ordinary Members Associate Members (non-voting) Student Members (non-voting) Life Members Additional categories of membership as may be determined by Board	• Elects President and Vice President • Elects other Councillors • May make resolutions regarding any matters under the Act or this Constitution that are required to be made by the Members

3. INTERPRETATION

3.1 Definitions

In this Constitution:

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

Ad Hoc Committee means a committee referred to in clause 19.1.

AGM means an annual general meeting of Members held in accordance with the Act.

Associate Member means a person admitted to that category of Membership as described in clause 7.3;

Association means Australian Medical Association (South Australia) Incorporated.

Board means the Directors acting as a Board.

Board Meeting means a meeting of the Board.

CEO means the person employed as CEO or acting in the role of CEO pursuant to clause 33.

Chairperson means (as the context requires):

- (a) the Director appointed to that office under clause 21.3; or
- (b) the person who is otherwise presiding over the conduct and proceedings of any General Meeting or Board Meeting (other than a determination about who will preside) in accordance with this Constitution.

Committee means an Ad Hoc Committee or a Standing Committee.

Constitution means this constitution as amended from time to time.

Council means the council of the Association constituted in accordance with clause 13.

Council Meeting means a meeting of the Council.

Council-appointed Director means a Director appointed by the Council under clause 17.1.

Councillor means each of the following:

- (a) President;
- (b) Vice President;
- (c) Immediate Past President;
- (d) Ordinary Councillors;

- (e) Practice Group Representative Councillors;
- (f) Specialty Group Representative Councillors.
- (g) Student Councillors;
- (h) SA-based Federal Councillors;

Country (North) has the meaning given by clause 3.2.1.

Country (South) has the meaning given by clause 3.2.2.

Director means each of the following:

- (a) President;
- (b) Vice President;
- (c) Council-appointed Directors; and
- (d) Independent Directors.

Federal AMA means Australian Medical Association Limited or any successor to that body;

General Meeting means an AGM or a Special General Meeting.

Immediate Past President means the person who was the President of the Association immediately preceding the present incumbent President from time to time.

Independent Director means a Director appointed by the Board under clause 17.2.

Liability means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

Life Member means a person admitted to that category of Membership as described in clause 7.4;

Member means a member of the Association admitted in accordance with clauses 6 and 7 and **Membership** has a corresponding meaning.

Officer means an officer of the Association within the meaning of the Act.

Ordinary Member means a person admitted to that category of Membership as described in clause 7.1;

Practice Group means any of the practice groups listed in clause 13.2.

President means the person elected or appointed as President in accordance with this Constitution from time to time.

Presiding Councillor means (as the context requires):

- (a) the Councillor appointed to that office under clause 21.1; or

- (b) the person who is otherwise presiding over the conduct and proceedings of any Council Meeting (other than a determination about who will preside) in accordance with this Constitution.

Public Officer means a public officer of the Association as required by the Act.

Register of Members means the register maintained under clause 11.

Returning Officer means the CEO, or such other person who may be engaged by the CEO or the Board from time to time to perform the functions of Returning Officer under this Constitution with respect to any election held under this Constitution.

SA-based Federal Councillor means any person who is from time to time appointed to any office within the Federal Council in accordance with the constitution of the Federal AMA, and who is based in South Australia.

Special General Meeting means a general meeting of Members other than an AGM.

Special Resolution means a resolution of Members passed at a General Meeting if:

- (a) at least 21 days' written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed by at least three quarters of the Members who vote on the resolution.

Specialty Group means any of the specialty groups listed in clause 13.4.

Standing Committee means a committee referred to in clause 19.2.

Student Member means a person admitted to that category of Membership as described in clause 7.2.

Vice President means the person elected or appointed as Vice President in accordance with this Constitution from time to time.

Voting Members means:

- (a) Ordinary Members;
- (b) Life Members; and
- (c) Members belonging to any category of Membership which has been established by the Board under clause 7.5 if the rights applicable to that category include the right to vote at General Meetings.

3.2 Country areas

3.2.1 **Country (North)** encompasses:

- (a) Eyre Peninsula;
- (b) Yorke Peninsula;

- (c) Otherwise all areas north of the line described in clause 3.2.3(a) (but excluding the Adelaide metropolitan area as described in clause 3.2.3(b));

3.2.2 Country (South) encompasses:

- (a) The Riverland;
- (b) Kangaroo Island;
- (c) Otherwise all areas south of the line described in clause 3.2.3(a) (but excluding the Adelaide metropolitan area as described in clause 3.2.3(b));

3.2.3 For the purpose of the above provisions:

- (a) The relevant line is a straight line drawn through Chain of Ponds in the Adelaide Hills, and Cockburn on the New South Wales border;
- (b) The Adelaide metropolitan area means the area within the outermost (from Adelaide) boundaries of the areas of the City of Playford, the Town of Gawler, the Adelaide Hills Council, the Mount Barker District Council, and the City of Onkaparinga, and the coastline between the City of Onkaparinga and the City of Playford.

3.3 Based in South Australia

3.3.1 For purposes of this Constitution, a person is based in South Australia if:

- (a) that person is registered as a medical practitioner with a South Australian address as their principal place of practice; or
- (b) that person is ordinarily resident in South Australia.

3.4 Other interpretation matters

In this Constitution, unless the context otherwise requires:

- 3.4.1 headings do not affect interpretation;
- 3.4.2 singular includes plural and plural includes singular;
- 3.4.3 words of one gender include any gender;
- 3.4.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 3.4.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it; and
- 3.4.6 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.

4. OBJECTS AND PURPOSES

4.1 The objects and purposes of the Association are:

- 4.1.1 To promote and advance the intellectual, philosophical, professional and legal interests of its Members and the medical profession more generally;
- 4.1.2 To promote the health and wellbeing of its Members, their patients and the community;
- 4.1.3 To maintain the standing and interests of its Members, promote the medical and allied sciences, and facilitate the highest standards of medical practice;
- 4.1.4 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;
- 4.1.5 To facilitate communication between the Association, its Members, the Federal AMA, and other State and Territory AMAs, and to encourage cooperation and association with organisations that have aims similar to the Association;
- 4.1.6 To influence State government health policies for improved health and well-being outcomes for the community;
- 4.1.7 To ensure a strong and financially sound business model that underpins the operations of the Association;

and to pursue such other objects or purposes which are consistent with or ancillary to the above objects and purposes as determined by the Board.

4.2 The assets and income of the Association must be applied exclusively to the promotion of its objects and purposes and no portion may be paid or distributed directly or indirectly to the Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

5. POWERS

- 5.1 The Association has, subject to the Act and other applicable laws, the powers set out in Section 25 of the Act.
- 5.2 The Association may exercise the above powers as the Board determines necessary or convenient for, or in connection with, the attainment of the objects and purposes of the Association.

THE MEMBERSHIP

6. MEMBERS AND APPLYING FOR MEMBERSHIP

- 6.1 The Members of the Association are all such persons whom the Board admits to Membership in accordance with this Constitution.

- 6.2 Membership of the Association is open to individuals who meet the conditions of any one of the Membership categories provided for in clause 7.
- 6.3 An application for Membership must:
- 6.3.1 be in writing and in the form determined by the Board;
 - 6.3.2 be accompanied by any application fee determined by the Board; and
 - 6.3.3 be given to the Association.
- 6.4 The Board determines whether an applicant may become a Member.
- 6.5 The Board is not required to give any reason for the rejection of an application for Membership.
- 6.6 If an application for Membership is accepted, the Association must:
- 6.6.1 give written notice of the acceptance to the applicant;
 - 6.6.2 request payment of any amount owing for subscription fees under clause 8 (being a pro rata sum if so determined by the Board); and
 - 6.6.3 upon payment of that amount, enter the applicant's name and other details in the Register of Members.
- 6.7 If an application for Membership is rejected, the Association must:
- 6.7.1 give written notice of the rejection to the applicant; and
 - 6.7.2 refund in full any application fee paid by the applicant.

7. MEMBERSHIP CATEGORIES

There shall be the following categories of Membership, which are subject to the following eligibility criteria, conditions, and other provisions.

7.1 Ordinary Member

- 7.1.1 An Ordinary Member must be a registered medical practitioner based in South Australia.

7.2 Student Member

- 7.2.1 A Student Member must be enrolled in a medical degree course at a university based in South Australia.
- 7.2.2 Student Members will not be required to pay subscriptions.
- 7.2.3 Student Members are not entitled to vote on any business of the Association.

7.3 Associate Member

- 7.3.1 An Associate Member must be a holder of a recognised medical degree and be eligible for registration in their country of origin.

- 7.3.2 An Associate Member must be based in South Australia and actively pursuing all necessary steps to satisfy the requirements for registration as a medical practitioner in Australia.
- 7.3.3 Associate Members are not entitled to vote on any business of the Association.

7.4 Life Member

- 7.4.1 A person is eligible for life membership if that person is or has formerly been a registered medical practitioner based in South Australia and has either:
- (a) in the opinion of the Board, given extraordinary service to the medical profession or the Association; or
 - (b) been an Ordinary Member of the Association or an ordinary member (however described) of any other branch of the Australian Medical Association for an aggregate period of 50 years.
- 7.4.2 Life Members will not be required to pay subscriptions.
- 7.4.3 Life Members have all the rights and obligations of an Ordinary Member, including voting at General Meetings.

7.5 Additional categories determined by Board

- 7.5.1 The Board may at its discretion create additional categories of Membership from time to time.
- 7.5.2 The Board must, at the time of creating a category of Membership under this clause, determine the eligibility criteria for that category of Membership and the rights and obligations of Members belonging to that category of Membership.
- 7.5.3 The Board may for any reason abolish any category of Membership created under this clause, in which case all persons belonging to that category of Membership cease to be Members from the date of that abolition.

8. MEMBERSHIP SUBSCRIPTIONS

- 8.1 Subscription fees for Membership are determined by the Board from time to time.
- 8.2 The subscription fees for Membership are payable annually on 1 January or at any other time determined by the Board from time to time.
- 8.3 The Membership of any Member whose subscription fees are outstanding for more than three months after the due date may be terminated by written notice to that Member at the discretion of the Board. The Board may reinstate such a person's Membership on any terms it thinks fit.

- 8.4 A Member may apply for relief of or deferment of payment of subscription on the ground of financial hardship. Whether and the extent to which any relief or deferment will be granted is at the discretion of the Board.

9. RESIGNATION OF MEMBER

- 9.1 A Member may resign from Membership by giving written notice to the CEO.
- 9.2 A resigning Member is liable for any outstanding subscription fees. The Association may recover them as a debt due to the Association.

10. EXPULSION OF MEMBER

- 10.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a finding:
- 10.1.1 made by a regulatory body that the Member has committed misconduct (howsoever named and defined by the relevant regulatory scheme) and where the Member has unsuccessfully exhausted any rights to review that finding that are available to the Member; or
 - 10.1.2 made by the Board that the Member has engaged in conduct which, in the opinion of the Board, may bring the Association into disrepute or is otherwise detrimental to the interests of the Association.
- 10.2 Particulars of the charge must be communicated to the Member at least one calendar month before the Board Meeting at which the matter will be determined.
- 10.3 The Board must communicate its determination to the Member. In the event of an adverse determination, subject to clause 10.4, Membership ceases 14 days after the Board communicates its determination to the Member.
- 10.4 The Member may appeal to a General Meeting against the expulsion. The Member must communicate to the CEO the intention to appeal within 14 days after the Board communicates its determination to the Member.
- 10.5 In the event of an appeal against the expulsion:
- 10.5.1 the Member must be given an opportunity to put their case to the General Meeting by giving the CEO a written statement for circulation to the Members (providing that the statement is under 1,000 words and, in the opinion of the CEO, is not defamatory) and/or speaking to the motion at the meeting;
 - 10.5.2 the appellant's Membership is terminated only if the General Meeting upholds the determination of the Board, and in that event, Membership is terminated at the date of the General Meeting.

11. REGISTER OF MEMBERS

- 11.1 The Association must keep an up-to-date Register of Members listing in relation to each Member:
- 11.1.1 the Member's name;

- 11.1.2 the name of the Member's practice (if applicable);
- 11.1.3 the Member's residential or practice address;
- 11.1.4 the Member's nominated addresses for notices to be sent to the Member by post, and by email;
- 11.1.5 the Member's relevant qualifications including where and when qualified;
- 11.1.6 the Member's current category of Membership and any past category of Membership;
- 11.1.7 the Member's current Practice Group and (if applicable) Specialty Group;
- 11.1.8 the date on which the Member's name is entered in the register;
- 11.1.9 the date on which the Member ceased being a Member.
- 11.2 Members must advise the CEO promptly if any of the above details change with respect to that Member.
- 11.3 It is the responsibility of the CEO to ensure the Register of Members is kept in accordance with this clause.

THE COUNCIL

12. FUNCTIONS OF THE COUNCIL

- 12.1 The functions of the Council are:
 - 12.1.1 To identify, discuss and debate emerging issues which are relevant to the objects of the Association;
 - 12.1.2 To develop the Association's policy with respect to medical, political and advocacy matters;
 - 12.1.3 To make recommendations to the Board relating to or arising from the above matters; and
 - 12.1.4 To fulfil such further specific functions as are set out in this Constitution.
- 12.2 Subject to this Constitution, the Council may determine the manner in which its meetings and its business and proceedings are conducted and regulated.

13. COMPOSITION OF THE COUNCIL

- 13.1 The Council comprises the following persons elected or appointed in accordance with this Constitution:
 - 13.1.1 the President;
 - 13.1.2 the Vice President;

- 13.1.3 the Immediate Past President (however, if the Immediate Past President is not a Member, there will be no separate office of Immediate Past President on the Council for so long as those circumstances continue to exist);
 - 13.1.4 six (6) Ordinary Councillors, at least three (3) of whom are general practitioners;
 - 13.1.5 eight (8) Practice Group Representative Councillors consisting of representatives of each of the Practice Groups listed in clause 13.2;
 - 13.1.6 twelve (12) Specialty Group Representative Councillors consisting of representatives of each of the Specialty Groups listed in clause 13.4;
 - 13.1.7 two (2) Student Councillors (however these Student Councillors are not entitled to vote on any question arising for determination by the Council); and
 - 13.1.8 any SA-based Federal Councillor who is not otherwise already a Councillor by virtue of being elected or appointed to any of the above offices (who shall hold office on the Council in an ex officio capacity but will not be entitled to vote on any question arising for determination by the Council).
- 13.2 One of the above Councillors will be Presiding Councillor, in accordance with clause 21.
- 13.3 Practice Groups are as follows, each of which will have one (1) representative Councillor (except where otherwise stated):
- 13.3.1 Public hospital doctors (three (3) representative Councillors);
 - 13.3.2 Doctors in training;
 - 13.3.3 Doctors practicing primarily in Country (North);
 - 13.3.4 Doctors practicing primarily in Country (South);
 - 13.3.5 Private non-GP specialist practice;
 - 13.3.6 General practice.
- 13.4 Specialty Groups are as follows, each of which will have one (1) representative Councillor:
- 13.4.1 Physicians;
 - 13.4.2 Paediatricians;
 - 13.4.3 Emergency Physicians;
 - 13.4.4 Psychiatrists;
 - 13.4.5 Surgeons;
 - 13.4.6 Anaesthetists/Intensivists;

13.4.7 Obstetricians and Gynaecologists;

13.4.8 Pathologists;

13.4.9 Radiologists;

13.4.10 Ophthalmologists;

13.4.11 Dermatologists;

13.4.12 Orthopaedic Surgeons

13.5 The Council may meet and transact business notwithstanding any vacancy in any of its offices.

14. ELECTION OF COUNCILLORS (INCLUDING PRESIDENT & VICE PRESIDENT)

14.1 Election years and term lengths

14.1.1 The President and Vice President will be elected:

- (a) in odd-numbered years for a term commencing at the end of the AGM at which they are declared elected and concluding at the end of the AGM in the next odd-numbered year thereafter;
- (b) by the Voting Members, pursuant to a process of nominations and (if required) ballot carried out in accordance with Schedule 1;

14.1.2 Ordinary Councillors will be elected:

- (a) in even-numbered years for a term commencing at the end of the AGM at which they are declared elected and concluding at the end of the AGM in the next even-numbered year thereafter;
- (b) by the Voting Members, pursuant to a process of nominations and (if required) ballot carried out in accordance with Schedule 1;

14.1.3 Practice Group Representative Councillors will be elected:

- (a) in even-numbered years for a term commencing at the end of the AGM at which they are declared elected and concluding at the end of the AGM in the next even-numbered year thereafter;
- (b) by the Voting Members who belong to the relevant Practice Group, pursuant to a process of nominations and (if required) ballot carried out in accordance with Schedule 1;

14.1.4 Specialty Group Representative Councillors will be elected:

- (a) in odd-numbered years for a term commencing at the end of the AGM at which they are declared elected and concluding at the end of the AGM in the next odd-numbered year thereafter;

- (b) by the Voting Members who belong to the relevant Specialty Group, pursuant to a process of nominations and (if required) ballot carried out in accordance with Schedule 1;

14.1.5 Student Councillors will be elected:

- (a) each year for a term commencing at the end of the AGM at which they are declared elected and concluding at the end of the next AGM thereafter;
- (b) pursuant to the process described in clause 14.5.

14.2 Eligibility of candidates

Subject to clause 14.3:

14.2.1 A Voting Member is eligible to be nominated for election as President if they:

- (a) as at the date of the relevant upcoming AGM, will have served:
 - (i) at least one full term as President, Vice President, Ordinary Councillor, Practice Group Representative Councillor, or Specialty Group Representative Councillor in accordance with clause 14.1; or
 - (ii) at least two (2) years (cumulatively) as a Councillor (in any one or any combination of offices);

in the preceding five (5) calendar years; and

- (b) would be eligible to be appointed as a Director under clause 17 (save that any written consent to be Director can be provided after it is determined whether or not the candidate is successful).

14.2.2 Any Voting Member is eligible to be nominated for election as Vice President if they would be eligible to be appointed as a Director under clause 17 (save that any written consent to be Director can be provided after it is determined whether or not the candidate is successful).

14.2.3 Any Voting Member is eligible to be nominated for election as an Ordinary Councillor.

14.2.4 Any Voting Member is eligible to be nominated for election as a Practice Group Representative Councillor in respect of any Practice Group to which they belong.

14.2.5 Any Voting Member is eligible to be nominated for election as a Specialty Group Representative Councillor in respect of any Specialty Group to which they belong.

14.2.6 Any Student Member is eligible to be nominated for election as a Student Councillor.

14.3 Limitations on eligibility

14.3.1 No Member may serve:

- (a) more than one (1) consecutive term in the office of President;
- (b) more than one (1) consecutive term in the office of Vice President;
- (c) for a further consecutive term as either President or Vice President after having already served consecutive terms as President and Vice President (in either sequence);

14.3.2 No Member may serve more than three (3) consecutive terms in any one or any combination of the following offices (in any sequence):

- (a) Ordinary Councillor;
- (b) Practice Group Representative Councillor;
- (c) Specialty Group Representative Councillor.

14.3.3 Where a Member is appointed under clause 32 to fill a casual vacancy for the remainder of the term of office of President, Vice President, Ordinary Councillor, Practice Group Representative Councillor, or Specialty Group Representative Councillor, that term will not count towards the term limits in clause 14.3.1 or clause 14.3.2 (as the case may be).

14.4 Procedures relating to nominations, ballots, and determination of results

14.4.1 The procedures for nominating candidates, the conduct of ballots, and the determination of results for the offices of President, Vice President, Ordinary Councillors, Practice Group Representative Councillors and Specialty Group Representative Councillors, are set out in Schedule 1.

14.4.2 To the extent that Schedule 1 is either silent or else not capable of having effect according to its usual terms in relation to any aspect of the procedures for the nomination of candidates, the conduct of ballots, and the determination of results, the Returning Officer must determine what procedure is to apply.

14.5 Procedures for election of Student Councillors

14.5.1 At least sixty-three (63) days prior to each AGM, the Returning Officer will communicate with the peak medical student associations of Adelaide University, and Flinders University, requesting that each student association conduct a selection process in accordance with their association rules, for the election of one (1) Student Councillor from each student association.

14.5.2 At least seven (7) days before the relevant AGM, each student association must communicate to the Returning Officer:

- (a) The name of the successful candidate; and

- (b) A brief explanation of the process followed for the selection of that candidate.
- 14.5.3 A candidate selected by a student association will not be deemed elected as a Student Councillor unless the Association resolves at the relevant AGM to approve the election of that candidate as a Student Councillor.
- 14.5.4 If:
 - (a) a student association does not select any candidate in a particular year; or
 - (b) a student association selects a candidate who is not a Student Member as at the date seven (7) days before the relevant AGM; or
 - (c) the Association does not resolve to approve the election of a candidate as a Student Councillor under clause 14.5.3,

the vacancy or vacancies will be filled after the AGM in accordance with clause 32.
- 14.5.5 Without limiting the foregoing, the Association may refuse to approve the election of a candidate as a Student Councillor:
 - (a) if, in the opinion of the Association, there has or may have been an irregularity in the process followed for the selection of that candidate; or
 - (b) on any other basis the Association sees fit.

THE BOARD

15. FUNCTIONS OF THE BOARD

- 15.1 The business of the Association is managed by the Board.
- 15.2 The funds and other property of the Association is managed and controlled by the Board.
- 15.3 In addition to the powers and authorities conferred by this Constitution, the Board may exercise all powers and do all things that are within the objects and purposes of the Association and are not by the Act or by this Constitution required to be done by the Association in General Meeting (or by the Council).
- 15.4 Subject to this Constitution, the Board may determine the manner in which its meetings and its business and proceedings are conducted and regulated.
- 15.5 The Board may interpret this Constitution and determine any matter relating to the affairs of the Association on which this Constitution is either silent or else not capable of having effect according to its usual terms.

16. COMPOSITION OF THE BOARD

- 16.1 The Board comprises the following persons elected or appointed in accordance with this Constitution:
 - 16.1.1 The President;
 - 16.1.2 the Vice President;
 - 16.1.3 up to four (4) Council-appointed Directors, each of whom have previously served at least two years as a Councillor or as a member of a Committee in the preceding five calendar years;
 - 16.1.4 up to two (2) Independent Directors.
- 16.2 One of the above Directors will be Chairperson, in accordance with clause 21.
- 16.3 Subject to the following provisions, there shall be a minimum of five (5) and a maximum of eight (8) Directors (which, to avoid doubt, is inclusive of the President and Vice President) at any one time.
- 16.4 If the number of Directors appointed is below the minimum number required to validly constitute the Board, the Board may still convene Board Meetings and pass resolutions to appoint Independent Directors (provided there are not already two (2) Independent Directors and provided that this would enable the minimum number of Directors to be reached), but for no other purpose.
- 16.5 For such time as the office of President or Vice President is vacant:
 - 16.5.1 the requirement for the President or the Vice President (as applicable) to form part of the Board will not apply; and
 - 16.5.2 the Board will still be deemed to meet the minimum number required to validly constitute the Board, if the minimum number would otherwise be met were it not for that vacancy.
- 16.6 The Association will, as a matter of policy, endeavour to ensure that the composition of the Board includes at least 40% men and at least 40% women. However, to avoid doubt, this target does not constitute any restriction on eligibility for election or appointment to any office nor any basis to invalidate any election or appointment or act or proceeding of the Association.

17. APPOINTMENT OF DIRECTORS

17.1 Council-appointed Directors

- 17.1.1 Subject to clauses 16.3 and 17.3, the Council may at any time appoint any Voting Member to be a Council-appointed Director.
- 17.1.2 At the time of appointment, the Council will determine the length of the term of office of a Council-appointed Director, provided however that any term must not exceed two (2) years.
- 17.1.3 The Council will determine its own procedure for appointing Council-appointed Directors (which may be on a case-by-case basis).

17.2 Independent Directors

- 17.2.1 Subject to clauses 16.1.4 and 17.3, the Board may at any time appoint any person who is not a Member of the Association to be an Independent Director.
- 17.2.2 At the time of appointment, the Board will determine the length of the term of office of any Independent Director, provided, however, that any term must not exceed two (2) years.
- 17.2.3 Subject to clause 17.2.4, the Board will ensure that a Committee oversees the process for recruiting Independent Directors, including the making of recommendations to the Board as requested, in a manner consistent with the terms of reference of that Committee (however, the Committee will serve in a recruitment and advisory capacity only and Board retains overall responsibility for the approval and appointment of Independent Directors).
- 17.2.4 The Board may, in any case where the Board considers there to be good reason to do so, dispense with the requirement in clause 17.2.3.

17.3 Limitations on eligibility

- 17.3.1 A person may be appointed as a Director only if such person:
 - (a) is an individual over 18 years of age;
 - (b) is otherwise qualified to hold office in accordance with the Act; and
 - (c) has consented in writing to be a Director.
- 17.3.2 No person may serve consecutive terms as a Council-appointed Director which cumulatively exceed a total of six (6) years.
- 17.3.3 No person may serve consecutive terms as an Independent Director which cumulatively exceed a total of six (6) years.

18. DELEGATIONS BY THE BOARD

- 18.1 The Board may delegate any of its powers (including the power to delegate) to:
 - 18.1.1 a Director;
 - 18.1.2 the Council;
 - 18.1.3 a Committee;
 - 18.1.4 the CEO or another employee of the Association; or
 - 18.1.5 any other person.
- 18.2 A delegation must be in writing.
- 18.3 The Board may revoke or vary a delegation.

- 18.4 A delegation does not derogate from the powers of the Board to act in any matter.
- 18.5 A Committee or other delegate must exercise their powers in accordance with any directions given by the Board.

19. COMMITTEES

- 19.1 An Ad Hoc Committee may only operate for a period of up to 18 months as determined by the Board.
- 19.2 A Standing Committee operates for so long as the Board determines.
- 19.3 A delegation to a Committee may be by way of written terms of reference for that Committee approved by the Board.
- 19.4 All appointments and delegations to Standing Committees must be reviewed at the first Board Meeting held after each AGM.
- 19.5 The Board may remove and appoint replacement or new members of a Committee at any time.
- 19.6 Unless otherwise determined by the Board, a Director must be the chair of a Committee.
- 19.7 Rules about proceedings of Board Meetings apply to meetings of all Committees, unless the Board otherwise determines.
- 19.8 All Committees must report on their activities to the Board at the times and in the manner determined by the Board, with terms of reference reviewed by the Board at least every two (2) years.

20. HONORARIUM AND EXPENSES

- 20.1 The Association may pay the President a maximum total honorarium determined by the General Meeting.
- 20.2 The Association may reimburse Directors, Councillors, or members of a Committee for extraordinary travelling and other expenses properly incurred:
 - 20.2.1 in attending a Board Meeting, Council Meeting or meeting of a Committee;
 - 20.2.2 in attending a General Meeting, except where that person is attending the General Meeting as a Member; or
 - 20.2.3 otherwise in connection with the business of the Association.

PROCEEDINGS OF THE ASSOCIATION

21. PRESIDING COUNCILLOR / CHAIRPERSON

21.1 Appointment of Presiding Councillor

- 21.1.1 The Association must have a Presiding Councillor, being a Councillor (other than a Student Councillor or an SA-based Federal Councillor

who is a Councillor on an ex officio basis) appointed to that office by the Council.

21.1.2 An appointment made under clause 21.1.1 is for an indefinite period (subject to any vacancy under clause 21.1.3) however the Council may remove the Presiding Councillor by resolution and make a new appointment at any time, on whatever basis the Council sees fit.

21.1.3 The office of Presiding Councillor becomes vacant if the Presiding Councillor:

- (a) resigns from such office by notice to the Council (which may be in writing or may be given verbally during a Council meeting);
- (b) is removed from such office by resolution of the Council; or
- (c) ceases to be a Councillor.

21.1.4 Where any vacancy arises in the office of Presiding Councillor, the Council will make a new appointment in accordance with clause 21.1.1.

21.1.5 The Council will determine its own procedures for appointing the Presiding Councillor (which may be on a case-by-case basis), including the filling of any vacancy in that office.

21.2 Functions and powers of Presiding Councillor

21.2.1 Subject to this Constitution, the Presiding Councillor appointed in accordance with clause 21.1 will preside over the conduct and proceedings of any Council Meeting.

21.2.2 The Presiding Councillor may determine any question about procedure at a Council Meeting.

21.3 Appointment of Chairperson

21.3.1 The Association must have a Chairperson, being a Director appointed to that office by the Board.

21.3.2 At the time of appointment, the Board will determine the length of the term of office of the Chairperson, provided, however, that this does not extend past that person's term of office:

- (a) as President or Vice President under clause 14.1.1; or
- (b) as Council-appointed Director under clause 17.1.2 (being a maximum of two (2) years); or
- (c) as Independent Director under clause 17.2.2 (being a maximum of two (2) years);

as the case may be.

21.3.3 A retiring Chairperson is eligible for reappointment, subject to the limitation that no person may serve consecutive terms as Chairperson which cumulatively exceed a total of six (6) years.

21.3.4 The office of Chairperson becomes vacant if the Chairperson:

- (a) reaches the end of their term of such office and is not reappointed;
- (b) resigns from such office by notice in writing to the Board;
- (c) is removed from such office by resolution of the Board; or
- (d) ceases to be a Director.

21.3.5 Where any vacancy arises in the office of Chairperson, the Board will make a new appointment in accordance with clauses 21.3.1 and 21.3.2.

21.3.6 The Board will determine its own procedures for appointing the Chairperson (which may be on a case-by-case basis), including the filling of any vacancy in that office.

21.4 Functions and powers of Chairperson

21.4.1 Subject to this Constitution, the Chairperson appointed in accordance with clause 21.3 will preside over the conduct and proceedings of any General Meeting or Board Meeting.

21.4.2 The Chairperson, on behalf of the Board, oversees the strategy and operations of the business, working closely with the CEO.

21.4.3 The Chairperson may determine any question about procedure at a General Meeting or Board Meeting.

21.4.4 Without limiting the above, the Chairperson also has the specific powers set out at clause 27 in relation to the conduct and proceedings of General Meetings.

21.5 Eligibility

To avoid doubt:

21.5.1 Any Director (including President or Vice President) is eligible to be appointed as Chairperson;

21.5.2 Any Councillor (including President or Vice President) except for a Student Councillor or an SA-based Federal Councillor who is a Councillor on an ex officio basis is eligible to be appointed as Presiding Councillor;

21.5.3 Nothing prevents a person from simultaneously holding office as Chairperson and Presiding Councillor, provided they are eligible for both roles.

22. PROCEEDINGS OF COUNCIL AND BOARD

22.1 Frequency of meetings

- 22.1.1 The Council must meet at least six (6) times a year, or more often as determined by the Board, at a time, date and place fixed by the Board from time to time.
- 22.1.2 The Board must meet at least six (6) times a year, or more often as determined by the Board, at a time, date and place fixed by the Board from time to time.

22.2 Notice

- 22.2.1 Except in the case of an emergency:
 - (a) all Councillors must be given at least seven days' notice of all Council Meetings;
 - (b) all Directors must be given at least seven days' notice of all Board Meetings.
- 22.2.2 Notices under clause 22.2.1 may be given verbally or by letter, email or telephone, or by any other means consented to by any Councillor or Director. The consent may be a standing one and can only be withdrawn on seven days' notice.

22.3 Quorum

- 22.3.1 The presence of at least ten (10) Councillors constitutes a quorum at a Council Meeting and no business may be transacted unless a quorum is present.
- 22.3.2 The presence of at least half the Directors constitutes a quorum at a Board Meeting and no business may be transacted unless a quorum is present.
- 22.3.3 A quorum must be present at all times during any Board Meeting or Council Meeting.

22.4 Chairing of meetings

- 22.4.1 The Presiding Councillor appointed in accordance with clause 21.1 will preside over the conduct and proceedings of any Council Meeting and may determine any question about procedure at a Council Meeting.
- 22.4.2 If the Presiding Councillor is absent from any Council Meeting, then the person who will preside over the conduct and proceedings of that Council Meeting will be a Councillor (not being a Student Councillor or an SA-based Federal Councillor who is a Councillor on an ex officio basis) appointed by the Councillors present at that meeting.
- 22.4.3 The Chairperson appointed in accordance with clause 21.3 will preside over the conduct and proceedings of any Board Meeting and may determine any question about procedure at a Board Meeting.

- 22.4.4 If the Chairperson is absent from any Board Meeting, then the person who will preside over the conduct and proceedings of that Board Meeting will be:
- (a) The President; or
 - (b) If the President is absent, or is unable or unwilling to preside—the Vice President; or
 - (c) If the President and the Vice President are absent, or are unable or unwilling to preside—a Director appointed by the Directors present at that meeting.

22.5 Voting

- 22.5.1 All matters for decision at a Council Meeting must be decided by a majority of votes of the Councillors present (other than Student Councillors, and SA-based Federal Councillors who are Councillors on an ex officio basis, who are not entitled to vote).
- 22.5.2 All matters for decision at a Board Meeting must be decided by a majority of votes of the Directors present.
- 22.5.3 Subject to this Constitution, each Councillor present at a Council Meeting (apart from a Student Councillor or an SA-based Federal Councillor who is a Councillor on an ex officio basis) and each Director present at a Board Meeting is entitled to one vote only, except that in the event of an equality of votes in relation to any resolution, the Presiding Councillor or Chairperson (as the case may be) shall have an additional deciding vote.

22.6 Special meetings

- 22.6.1 Special Council Meetings:
- (a) may be convened by the President, or by direction of the President, or at the written request of four (4) or more Councillors; and
 - (b) must be convened if directed by resolution of the Board.
- 22.6.2 Special Board Meetings may be convened by the President, or by direction of the President, or at the written request of two or more Directors.

22.7 Attendance other than Councillors and Directors

- 22.7.1 The CEO, or their delegate, must attend all Council Meetings and Board Meetings unless the Council or Board (as the case may be) resolves otherwise and the resolution is recorded in the minutes of the meeting.
- 22.7.2 Others may attend a Council Meeting or Board Meeting with the approval of the Council or the Board (as the case may be) recorded in the minutes of the meeting.

22.8 Meetings using technology

- 22.8.1 A Council Meeting or Board Meeting may be held with one or more of the Councillors or Directors taking part by using any technology that allows all participants to clearly and simultaneously communicate with all other participants.
- 22.8.2 A Councillor or Director who participates in a meeting held under clause 22.8.1 is taken to be present at the meeting.
- 22.8.3 A meeting held under clause 22.8.1 is deemed to be held at a place determined by the Board, provided that at least one of the participants present at the meeting was at that place for the duration of the meeting.

22.9 Circulating resolutions (Board only)

- 22.9.1 The Directors may pass a resolution without a Board Meeting if all the Directors entitled to vote on the resolution:
 - (a) are provided with a document (which may be by email) containing the text of a proposed resolution; and
 - (b) confirm in writing that they are in favour of the proposed resolution.
- 22.9.2 Without limitation, a resolution under clause 22.9.1 may be passed by:
 - (a) each Director signing the same copy of a document setting out the proposed resolution;
 - (b) each Director signing a separate copy of a document setting out the proposed resolution (provided that the wording of the resolution is identical in each copy);
 - (c) each Director replying by email indicating they are in favour of a proposed resolution (provided that the wording of the resolution is apparent from the chain of emails and is identical in all cases);
 - (d) a combination of the above (provided that the wording of the resolution is identical in all cases).
- 22.9.3 The resolution is passed when the last Director provides written confirmation that they are in favour of the proposed resolution.
- 22.9.4 All resolutions passed without a Board Meeting must be stored in the books or electronic records kept in accordance with clause 31.

22.10 Pecuniary interests (Board only)

- 22.10.1 A Director who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, must, as soon as the Director becomes aware of the interest, disclose to the Board the nature and extent of the interest.

22.10.2 Where a Director has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, that Director must not vote with respect to that contract or matter but may, subject to that Director complying with clause 22.10.1, take part in the deliberations or discussions of the Board with respect to that contract or matter.

22.10.3 Clauses 22.10.1 and 22.10.2 do not apply in respect of any pecuniary interests that exist only by virtue of the fact that the Director is a member of a class of persons for whose benefit the Association is established.

23. CONVENING GENERAL MEETINGS

23.1 The Board may call a Special General Meeting at any time, and must call an AGM in accordance with the Act.

23.2 Unless otherwise resolved by the Board or required by law, AGMs will be convened in May.

23.3 Within one month of the receipt of a written requisition from at least fifty (50) Members, the Board must convene a Special General Meeting for the purpose specified in the requisition.

23.4 Every requisition for a Special General Meeting must be signed by the Members making it and must state the purpose of the meeting.

23.5 If the Board does not convene the Special General Meeting as required by clause 23.3, the requisitionists may convene it. It must be convened in the same manner as a General Meeting convened by the Board, and for this purpose, the Board must ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive notice of the meeting. The reasonable expenses of convening and conducting the meeting must be paid by the Association.

24. GENERAL MEETINGS USING TECHNOLOGY

24.1 A General Meeting may be held with one or more Members taking part by using any technology that allows Members to clearly and simultaneously communicate with each other participating Member.

24.2 Without limiting clause 24.1, a General Meeting may be held using any technology determined by the Board.

24.3 A Member who participates in a General Meeting held under this clause 24 is taken to be present at the meeting.

24.4 A General Meeting held under this clause 24 is deemed to be held at a place determined by the Board, provided that at least one of the Members present at the meeting was at that place for the duration of the meeting.

25. NOTICE OF GENERAL MEETINGS

25.1 At least 21 days' notice of each General Meeting must be given to Members. The notice must set out where and when the meeting will be held and

particulars of the nature and order of the business to be transacted at the meeting.

25.2 For an AGM, the order of business is:

25.2.1 the consideration of the accounts and reports of the Board and if required, the auditors;

25.2.2 unless such appointment is not required or is made by the Board, the appointment of auditors;

25.2.3 the election of the President, Vice President and Councillors; and

25.2.4 any other business requiring consideration by the Association in General Meeting.

25.3 The accidental failure to give notice of a General Meeting to a Member, or the failure of a Member to receive the notice, does not invalidate the proceedings at the meeting.

26. **QUORUM AT GENERAL MEETINGS**

26.1 No business may be transacted at a General Meeting unless a quorum is present.

26.2 The quorum for a General Meeting is thirty-five (35) Members present in person or proxy.

26.3 If a quorum is not present within 30 minutes after the time appointed for the commencement of a General Meeting:

26.3.1 if the meeting was convened upon the requisition of Members, it is dissolved;

26.3.2 in any other case, it is adjourned to the following day at the same time and place or to any other day, time and place determined by the Chairperson. If a quorum is not present within 30 minutes after the time appointed for the commencement of the resumed meeting, the meeting is dissolved.

27. **PRESIDING AT GENERAL MEETINGS**

27.1 The Chairperson appointed in accordance with clause 21.3 will preside over the conduct and proceedings of any General Meeting and may determine any question about procedure at a General Meeting.

27.2 If the Chairperson is absent from any General Meeting, then the person who will preside over the conduct and proceedings of that General Meeting will be:

27.2.1 The President; or

27.2.2 If the President is absent, or is unable or unwilling to preside—the Vice President; or

27.2.3 If the President and the Vice President are absent, or are unable or unwilling to preside—the following person (in order of precedence):

- (a) a Director chosen by a majority of the Directors present; or
- (b) the only Director present; or
- (c) a Voting Member chosen by a majority of the Voting Members present in person or proxy.

27.3 The Chairperson:

- 27.3.1 has charge of the general conduct of the General Meeting and of the procedures to be adopted at the meeting;
- 27.3.2 may determine any dispute about the admission or rejection of a vote (including a vote recorded in a form of proxy);
- 27.3.3 may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
- 27.3.4 may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting.

27.4 The Chairperson may refuse admission to a General Meeting to a person, or require a person to leave a General Meeting and not return, if:

- 27.4.1 the person refuses to permit examination of an article in the person's possession;
- 27.4.2 the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chairperson considers to be dangerous, offensive or liable to cause disruption; or
- 27.4.3 the Chairperson otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting.

27.5 The Chairperson may require a person at a General Meeting to establish to the satisfaction of the Chairperson that the person is a Member or proxy of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting at the meeting.

27.6 A decision by the Chairperson under this clause is final.

28. ADJOURNMENTS

- 28.1 The Chairperson may adjourn a General Meeting to any place, date and time.
- 28.2 The Chairperson must adjourn a General Meeting if a majority of Members present at the meeting agree or direct the Chairperson to do so. The Chairperson may adjourn the meeting to any place, date and time.
- 28.3 If the meeting is adjourned for more than one month, notice of the resumed meeting must be given in the same manner as was given for the original meeting.

28.4 Only unfinished business may be transacted at a resumed meeting.

29. PROXIES AT GENERAL MEETINGS

29.1 A Voting Member may appoint a proxy to vote in place of the Member at a General Meeting.

29.2 An appointment of a proxy is valid if it:

29.2.1 is in the form of Schedule 3 or any other form determined by the Board;

29.2.2 is signed by the Member making the appointment;

29.2.3 contains the Member's name and address, the proxy's name or the name of the office held by the proxy, and the General Meeting at which the appointment may be used; and

29.2.4 is provided to the CEO at least 24 hours before the time appointed for the commencement of the meeting or resumed meeting.

29.3 An appointment of a proxy may be a standing one.

29.4 An undated appointment of a proxy is to be taken to have been dated on the day it is given to the CEO.

29.5 A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

29.6 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a General Meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person, including the right to join in a demand for a poll and to vote on a show of hands or a poll.

29.7 An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. In that event, the proxy need not vote (whether on a show of hands or on a poll), but if the proxy does so, the proxy must vote that way.

29.8 Even if the appointment specifies how the proxy must vote on a particular resolution at a General Meeting, the proxy may vote on:

29.8.1 an amendment to the resolution, a motion not to put the resolution or a similar motion; or

29.8.2 a procedural motion, including a motion to elect the Chairperson, remove the Chairperson or adjourn the meeting.

29.9 A proxy's authority to speak and vote for a Member at a General Meeting is suspended while the Member is present at the meeting.

29.10 If a proxy is also a Voting Member, this clause does not affect the way that the proxy may vote as a Voting Member.

30. VOTING AT GENERAL MEETINGS

- 30.1 Subject to clause 29, at a General Meeting:
 - 30.1.1 only Voting Members may vote (in person or by proxy);
 - 30.1.2 each Voting Member has one vote in relation to each resolution; and
 - 30.1.3 in the event of an equality of votes in relation to any resolution, the President, or in the President's absence the Vice President (whether or not they are Chairperson) shall have a casting vote in addition to any deliberative vote they have as a Voting Member or a proxy of a Voting Member.
- 30.2 A challenge to the right of a person to vote at a General Meeting may only be raised at the meeting, and must be determined by the Chairperson whose decision is final.
- 30.3 At any General Meeting, each resolution must be decided on a show of hands unless a poll is demanded in accordance with this clause.
- 30.4 On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.
- 30.5 A poll (by public vote or secret ballot) may be demanded in relation to any proposed resolution by:
 - 30.5.1 the Chairperson; or
 - 30.5.2 not less than three Voting Members entitled to vote on the resolution.
- 30.6 A poll may only be demanded:
 - 30.6.1 before a vote is taken;
 - 30.6.2 before the voting results on a show of hands are declared; or
 - 30.6.3 immediately after the voting result on a show of hands is declared.
- 30.7 A demand for a poll may be withdrawn.
- 30.8 A poll demanded on a matter other than the election of a Chairperson or the question of an adjournment at a General Meeting must be taken when and how the Chairperson directs. A poll on the election of a Chairperson or the question of an adjournment at a General Meeting must be taken immediately.
- 30.9 A demand for a poll does not prevent the General Meeting dealing with other business.
- 30.10 On a poll in relation to a resolution proposed at a General Meeting:
 - 30.10.1 the Chairperson must conduct a formal count of the individual votes cast in favour of or against the resolution, as well as any abstentions;

- 30.10.2 include the votes of proxies in the above count;
- 30.10.3 announce the results of the poll to the meeting; and
- 30.10.4 ensure that the minutes for the meeting state the number or proportion of the votes recorded in favour of or against the resolution, as well as any abstentions.

31. MINUTES

- 31.1 The Association must cause minutes of all proceedings of General Meetings, Council Meetings and Board Meetings to be entered within one month after the relevant meeting in books or electronic records kept for that purpose.
- 31.2 The Association must cause those minutes to be:
 - 31.2.1 confirmed by the Members, Councillors or Directors present at a subsequent meeting; and
 - 31.2.2 signed by the Chairperson or Presiding Councillor (as the case may be) of the meeting at which the proceedings took place or by the Chairperson or Presiding Councillor (as the case may be) of the meeting at which the minutes are confirmed.
- 31.3 Where minutes have been so entered, confirmed and signed, they are, in the absence of proof to the contrary, evidence that:
 - 31.3.1 the meeting to which the minutes relate was held;
 - 31.3.2 the proceedings that are recorded in the minutes occurred; and
 - 31.3.3 all appointments of Officers or auditors that are recorded in the minutes were validly made.

OTHER MATTERS

32. VACANCIES (COUNCIL AND BOARD)

- 32.1 **Circumstances in which vacancies arise**
 - 32.1.1 The office of a Councillor or Director becomes vacant if the incumbent:
 - (a) reaches the end of their term of office and is not reappointed or re-elected;
 - (b) resigns from office by notice in writing to the President or CEO;
 - (c) is elected or appointed or assumes office as a Councillor or Director in a different capacity;
 - (d) is permanently incapacitated by ill health, dies, or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;
 - (e) ceases to meet the eligibility requirements of the relevant office;

- (f) in the case of a Director – becomes disqualified from holding office under the Act;
- (g) in the case of a Councillor – is absent from three (3) consecutive Council Meetings, or is absent from three Council Meetings in any 12-month period, without the leave of the Council; or
- (h) in the case of a Director – is absent from three (3) consecutive Board Meetings, or is absent from three Board Meetings in any 12-month period, without the leave of the Board; or
- (i) except in the case of an Independent Director – is removed from office by resolution of a General Meeting;
- (j) in the case of an Independent Director – is removed from office by resolution of the Board.

32.2 Filling of vacancies

- 32.2.1 Where any vacancy arises in the office of President, Vice President, Ordinary Councillor, Practice Group Representative Councillor, Specialty Group Representative Councillor, or Student Councillor due to the failure of an election under clause 14, the Council will, at its first meeting after the relevant AGM or else as soon as practicable, appoint a person who would otherwise be eligible for election to that office to occupy that office for the relevant term.
- 32.2.2 Where any casual vacancy arises in the office of President, Vice President, Ordinary Councillor, Practice Group Representative Councillor, Specialty Group Representative Councillor, or Student Councillor (meaning a vacancy prior to the expiry of the term of the previous incumbent), the Council will appoint a person who would otherwise be eligible for election to that office to occupy that office for the remainder of the term of the previous incumbent.
- 32.2.3 If the Immediate Past President ceases to be a Councillor by virtue of clause 32.1.1, or is not a Member, there will be no separate office of Immediate Past President on the Council until a new person assumes that office.
- 32.2.4 Where any vacancy arises in the office of Council-appointed Director, the Council may make a new appointment in accordance with clause 17.1.
- 32.2.5 Where any vacancy arises in the office of Independent Director, the Board may make a new appointment in accordance with clause 17.2.
- 32.2.6 The Council or Board (as the case may be) will determine its own procedures for appointing persons to fill vacancies under this clause (which may be on a case-by-case basis).

32.3 Other provisions

- 32.3.1 The Council must ensure that any appointment of an Ordinary Councillor under this clause is consistent with the requirement in

clause 13.1.4 that at least three (3) Ordinary Councillors must be general practitioners.

32.3.2 Despite clause 32.2:

- (a) if there is a vacancy in the office of President and the Vice President is eligible to be appointed to fill that vacancy, then the Council must appoint the Vice President to fill that vacancy unless the Vice President expresses their wish not to be so appointed;
- (b) if there is a vacancy in the office of President and there is no person who would otherwise be eligible for election to that office, the Council must appoint the Vice President (if there is one) to fill that vacancy unless the Vice President expresses their wish not to be so appointed, and failing that may appoint any Councillor to fill that vacancy.

32.3.3 Where an appointment made for the purposes of filling one vacancy creates a casual vacancy in another office of Councillor (other than Immediate Past President), the Council may simultaneously fill that other casual vacancy.

32.3.4 Vacancies in the office of Presiding Councillor are dealt with in clause 21.1.

32.3.5 Vacancies in the office of Chairperson are dealt with in clause 21.3.

33. **CEO**

33.1 The Board will on behalf of the Association employ a CEO who shall be responsible to the Board for:

- 33.1.1 implementing the Board's decisions and policies;
- 33.1.2 the day-to-day operations of the Association;
- 33.1.3 appointing, managing and dismissing any other employees of the Association;
- 33.1.4 keeping full and accurate accounts of all monies received and expended on behalf of the Association;
- 33.1.5 maintaining and having custody of any books, journals, records or documents which the Association is required to maintain under the Act, this Constitution, or otherwise by law;
- 33.1.6 the discharge of such other functions and duties as are specifically conferred upon the CEO under this Constitution; and
- 33.1.7 the discharge of any other functions and duties stated in the CEO's contract of employment or as determined by the Board.

33.2 The CEO may, subject to any limitations on his or her authority to delegate as determined by the Board, delegate any of the CEO's functions and powers under this Constitution to any other employee of the Association.

- 33.3 If the CEO is on leave or otherwise unable to fulfil his or her role, or if for the time being there is no person employed in the office of CEO, the Board of Directors may appoint a person (who may, but need not, be an employee of the Association) to act in the role of CEO for the period of the CEO's absence or until a person is employed in the office of CEO.

34. PUBLIC OFFICER

- 34.1 Unless otherwise determined by the Board, the CEO is the Public Officer.

35. SPOKESPERSON

- 35.1 The President will be the spokesperson for the Association.
- 35.2 In the absence of the President, the Association's spokesperson will be the Vice President.
- 35.3 The President (or Vice President in the absence of the President) may, if they consider it necessary or appropriate, designate another Member of the Association or the CEO as spokesperson with respect to any specific speaking engagement.
- 35.4 The spokesperson must not make any statements to the media or otherwise make public statements if the making of such statements would be inconsistent with any resolution or policy adopted by the Association in relation to the making of such statements.

36. FINANCE

- 36.1 All money received for the benefit of the Association is the property of the Association and, unless otherwise determined by the Board, must be deposited to the credit of the Association at a bank nominated from time to time by the Board.
- 36.2 Debts incurred by the Association in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by a person with the power to make such payments on behalf of the Association in accordance with relevant delegations made by the Board.
- 36.3 The Association must:
- 36.3.1 keep financial records as required by the Act; and
 - 36.3.2 prepare, distribute and lodge financial reports as required by the Act.
- 36.4 The financial year of the Association is the same as the calendar year, commencing on 1 January and concluding on 31 December.

37. AUDIT

If an audit of the Association's financial records is required by the Act:

- 37.1 the Board or an AGM must appoint an auditor;
- 37.2 the Board must cause the financial records of the Association to be audited by the auditor in accordance with the Act;

37.3 the auditor holds office from the time of appointment until the next AGM and is eligible for re-appointment; and

37.4 the remuneration of the auditor is fixed by the Board.

38. EXECUTION OF DOCUMENTS

38.1 Subject to any delegation of powers made by the Board, the Association may execute a document only if authorised by the Board.

38.2 The Association may execute a document (including a deed):

38.2.1 by using the seal in accordance with clause 39;

38.2.2 without using the seal of the Association if the document is signed by at least two Directors; or

38.2.3 in any other way authorised by the Board.

39. SEAL AND SEAL HOLDERS

39.1 The Board must provide for the safe custody of the seal of the Association.

39.2 The seal may only be used by the authority of the Board.

39.3 The affixing of the seal to any document must be witnessed by at least one Director.

39.4 Any document to which the seal is affixed must be signed by the Director who witnessed the affixing of the seal, and countersigned by another Director or other person authorised by the Board.

39.5 It is the responsibility of the CEO to ensure that the Association keeps a register listing the documents to which the seal has been affixed.

40. INDEMNITY

40.1 Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the Association against any Liabilities incurred in connection with that person's position as an Officer except a Liability:

40.1.1 owed to the Association;

40.1.2 that did not arise out of conduct in good faith;

40.1.3 for 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 clause; or

40.1.4 for legal costs in defending or resisting criminal proceedings in which the person is found guilty.

40.2 For the purposes of clause 40.1:

- 40.2.1 **legal costs** means legal costs on a solicitor and own client basis; and
- 40.2.2 **proceedings** means any initial legal proceeding and any appeal proceeding.
- 40.3 The Association need not indemnify a person under clause 40.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.
- 40.4 Where a person seeks to rely on the indemnity contained in clause 40.1, that person must:
- 40.4.1 immediately notify the Association of any claim which gives rise to or could give rise to a Liability of the Association to that person under the indemnity;
- 40.4.2 permit the Association to conduct any negotiations and 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 any admission or payment in relation thereto;
- 40.4.3 not make any admission without the prior written consent of the Association; and
- 40.4.4 promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- 40.5 The Association must make available for inspection by any person who is or has been an Officer the books and records of the Association at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:
- 40.5.1 to which the person is a party;
- 40.5.2 that the person proposes in good faith to bring; or
- 40.5.3 that the person has reason to believe will be brought against the person.
- 40.6 The obligations of the Association in respect of any person who is or has been an Officer under clause 40.5 cease on the expiry of seven (7) years after that person ceases to be an Officer.

41. **INSURANCE**

- 41.1 Subject to the Act, the Association must maintain at its cost a policy of insurance (Policy) with a reputable Australian insurer insuring every person who is or has been an Officer against any Liabilities incurred by that person in connection with that person's position as an Officer except a Liability of the kind referred to in clauses 40.1.1 to 40.1.4.
- 41.2 The Policy must provide for an insurance payout to the person of any amount as is determined by the Board from time to time.

- 41.3 The Association must not by any act or omission render the Policy void or voidable or otherwise vitiate the Policy.
- 41.4 The Association must promptly upon request by each person who is or has been an Officer, produce to him or her, a copy of the insurance policy or any certificates of insurance or other reasonable documentary evidence of the currency of the Policy maintained in accordance with this clause.
- 41.5 The obligations of the Association in respect of any person who is or has been an Officer of the Association under this clause ceases on the expiry of seven (7) years after that person ceases to be an Officer.

42. AMENDMENT OF CONSTITUTION

This Constitution may be amended, repealed or replaced by Special Resolution.

43. WINDING UP

- 43.1 The Association may be wound up by Special Resolution in accordance with the Act.
- 43.2 If, upon dissolution of the Association, there remains, after the satisfaction of its debts and liabilities any money or any property whatsoever, the remaining money and property must be transferred:
 - 43.2.1 to the Federal AMA; or
 - 43.2.2 if the Federal AMA no longer exists – to a fund, authority or institution determined by the Members which has:
 - (a) objects or purposes similar to those of the Association; and
 - (b) rules which prohibit the distribution of its income among its members.

44. NOTICES TO MEMBERS

- 44.1 The Association may give a notice to a Member by:
 - 44.1.1 hand delivering it to the Member personally; or
 - 44.1.2 sending it by pre paid post or email to an address of the Member specified in the Register of Members.
- 44.2 A notice to a Member is deemed to be received:
 - 44.2.1 if hand delivered, on delivery;
 - 44.2.2 if sent by prepaid post, four days after posting;
 - 44.2.3 if sent by email, at the time and on the day shown in the sender's email delivery report; or
 - 44.2.4 if sent by facsimile, at the time and on the day shown in the sender's transmission report.

45. VALIDATION OF ACTS

The acts of the Board, the Council, a Committee, an Officer or delegate of the Board are valid even if it is subsequently discovered that there was a defect in an election or appointment or any of them was disqualified.

46. TRANSITIONAL PROVISIONS

Transitional provisions relating to the adoption of this Constitution are set out in Schedule 2.

Schedule 1 – Procedures for election of Councillors (including President & Vice President)

[NB, for Student Councillors, see clause 14.5]

1) Nominations

- a) At least sixty-three (63) days prior to each AGM, nominations for candidates for election to the following offices are to be called for by notice to all Members:
 - i) In odd-numbered years:
 - (1) President;
 - (2) Vice President;
 - (3) Specialty Group Representative Councillors;
 - ii) In even-numbered years:
 - (1) Ordinary Councillors;
 - (2) Practice Group Representative Councillors.
- b) Nominations close at 5.00pm on the date which is forty-two (42) days before the relevant AGM.
- c) Subject to clause f), nominations must be received prior to the close of nominations, in writing, signed by two Members as proposers and signed by the candidate.
- d) Where a Member is eligible to be nominated to multiple different offices, that Member may be nominated as a candidate for multiple different offices in the same written nomination or separate written nominations.
- e) The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for election to the relevant office. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposers, and the Board.
- f) If the term of office of a Councillor will conclude at an AGM and that Councillor remains eligible to be nominated for a further term to that same office, that Councillor will be deemed to have been nominated for re-election unless they advise the Returning Officer to the contrary in writing before the close of nominations.

2) Ballot papers

- a) At least twenty-eight (28) days prior to each AGM, ballot papers will be provided electronically to all Voting Members.
- b) The Returning Officer:
 - i) will determine the form of ballot papers; and
 - ii) may determine to use any method of electronic voting which, in the opinion of the Returning Officer, is sufficiently reliable and appropriate for the conduct of an election under this Constitution, in which case any reference in this Constitution

to ballot papers will be a reference to the relevant method of casting a vote under the applicable electronic voting method.

- c) Ballot papers will be formulated such that each Voting Member may vote for (up to) the same number of candidates as the number of positions to be filled, in relation to each election in which the Member is eligible to vote.
- d) A ballot will not be treated as informal only because the voter has voted for fewer candidates than the number of positions to be filled in relation to a particular election.
- e) Ballot papers will not be issued in respect of any office where the number of accepted candidates is less than or equal to the number of offices to be filled.

3) Close of ballot

- a) Ballot papers must be received by the close of the ballot at 5.00pm on the date which is seven (7) days before the relevant AGM.

4) Determination of results

- a) If the number of accepted candidates for election to a particular office is equal to or less than the number of positions to be filled, such candidate(s) (if any) will be the successful candidate(s) for that office (and any remaining vacancies will be filled after the AGM in accordance with clause 32).
- b) If the number of accepted candidates for election to a particular office exceeds the number of positions to be filled, the Returning Officer will count the ballot papers as soon as practicable after the close of the ballot to determine the successful candidate(s) for that office.
 - i) Voting is conducted on a non-preferential, first-past-the-post basis.
 - ii) In the case of an election for an office where there is one position to be filled, the candidate with the highest number of votes in that election will be the successful candidate for that office.
 - iii) In the case of an election for an office where there are multiple positions to be filled, the number of candidates equal to the number of positions to be filled, with the highest numbers of votes in that election, will be the successful candidates for that office.
- c) If the same person (having been nominated to multiple offices) is determined to be a successful candidate for multiple offices, that person must select only one office to which they will be elected and the Returning Officer must promptly communicate with that person in order to determine their selection. Once a selection is made, the person with the next most votes in the relevant election who was not at first a successful candidate will be determined to be a successful candidate (or, if there is no such person, a vacancy will arise which will be filled after the AGM in accordance with clause 32). The Returning Officer may, in their communications with the person who must select one office, indicate the identity of any other person would become the successful candidate for any office depending upon the selection made by the relevant person.
- d) In the case of election of Ordinary Councillors — if the application of any of the above provisions would result in more than three (3) successful candidates who are not general practitioners (which is impermissible under clause 13.1.4), only the three (3)

non-general practitioner candidates with the highest number of votes will be treated as successful candidates and the other three (3) positions will be filled by the three (3) general practitioner candidates with the highest number of votes (and if there are fewer than three (3) general practitioner candidates the remaining vacancies will be filled after the AGM in accordance with clause 32).

- e) The Board may appoint up to two (2) persons to act as scrutineers in relation to the counting of ballot papers in elections held under this clause, provided however that such persons are not themselves candidates in any election being held under this clause.

5) Declaration of result

- a) The Returning Officer will declare the successful candidate(s) for each office at the relevant AGM.

Schedule 2 – Transitional Provisions

- 1) All persons who were members of the Association immediately prior to the commencement of this Constitution are the Membership of the Association as at the date of commencement of this Constitution (in the category of Membership which corresponds to the membership held immediately prior to the commencement of this Constitution).
- 2) The persons set out in the table below are the Councillors of the Association as at the date of commencement of this Constitution, with terms expiring on the dates set out in the table below.
 - a) Persons specifically named below are hereby continued in office by virtue of this transitional provision.
 - b) The Members present at the 2026 AGM will make appointments to those other offices listed below, by whatever process the Members see fit (and in cases where no appointment is made, the Council will, at its first meeting after the 2026 AGM or else as soon as practicable, appoint a person who would otherwise be eligible for election to that office to occupy that office for the relevant term).

COUNCIL		
As at commencement of this Constitution		
Office	Incumbent	Term expiry
President	A/Prof. Peter Subramaniam*	End of 2027 AGM
Vice President	Dr Louis Papilion*	End of 2027 AGM
Immediate Past President	Dr John Williams	Subject to term of President**
Ordinary Member - GP	A/Prof. Emily Kirkpatrick	End of 2028 AGM
Ordinary Member - GP		End of 2028 AGM
Ordinary Member - GP		End of 2028 AGM
Ordinary Member	Dr Davinder Gill	End of 2028 AGM
Ordinary Member	Dr Isaac Tennant	End of 2028 AGM
Ordinary Member	A/Prof. Krishnaswamy Sundararajan	End of 2028 AGM
Practice Group Representatives		
Public Hospital Doctor	Dr Jayanthi Jayakaran	End of 2028 AGM
Public Hospital Doctor	Prof. Patrick (Gerry) O'Callaghan	End of 2028 AGM
Public Hospital Doctor	Prof. Paul Reynolds	End of 2028 AGM
Doctor in Training	Dr Sebastian Ricci	End of 2028 AGM
Country (North)	As appointed at 2026 AGM	End of 2028 AGM
Country (South)	Dr Chetan Pradhan	End of 2028 AGM
Private Non-GP Specialist Practice	Dr Simon Clark	End of 2028 AGM
General Practice	Dr Mark Ralfe	End of 2028 AGM
Specialty Group Representatives		
Physician	Dr Chelsea Patterson	End of 2027 AGM
Paediatrician	Dr Gillian Watterson	End of 2027 AGM
Emergency Physician	Dr Cathrin Parsch	End of 2027 AGM
Psychiatrist	Dr Karin Myhill	End of 2027 AGM
Surgeon	Dr Christopher Dobbins	End of 2027 AGM
Anaesthetists/Intensivists	Dr Raj Ramadoss	End of 2027 AGM
Obstetricians and Gynaecologists	Dr Fariba Behnia-Willison	End of 2027 AGM
Pathologist	Dr Kathryn Harvey	End of 2027 AGM
Radiologist	Dr Steve Chryssidis	End of 2027 AGM
Ophthalmologist	A/Prof. Michael Goggin	End of 2027 AGM
Dermatologist	Dr Karen Koh	End of 2027 AGM
Orthopaedic Surgeon	Prof. Edward (Ted) Mah	End of 2027 AGM

Student Councillors (non-voting)		
Student Councillor	William Moore	End of 2027 AGM
Student Councillor	Vijay Selva	End of 2027 AGM
SA-based Federal Councillors (non-voting)		
Any SA-based Federal Councillor who is not otherwise already a Councillor by virtue of being elected or appointed to any of the above offices shall hold office on the Council in an ex officio capacity.		
SA-based Federal Councillor	Dr Clair Pridmore	Ex-officio while serving on Federal Council
SA-based Federal Councillor	Dr Jerida Keane	Ex-officio while serving on Federal Council
SA-based Federal Councillor	Prof. Edward (Ted) Mah	Ex-officio while serving on Federal Council

*Note 1: The incumbent President and Vice President, each having served a term of (approximately) 1 year under the previous constitution in those offices, hereby have those terms extended to (approximately) 2 years expiring at the 2027 AGM. Subsequent terms for these offices shall be (approximately) 2 years in accordance with clause 14.1.1.

**Note 2: The incumbent Immediate Past President shall continue as a Councillor until any of the following occurs (whichever occurs first):

- the term of the incumbent President expires at the end of the 2027 AGM;
- a casual vacancy arises in the office of President; or
- the Immediate Past President ceases to be a Councillor by virtue of clause 32.1.1, or ceases to be a Member of the Association.

- 3) The persons set out in the table below are the Directors of the Association as at the date of commencement of this Constitution, with terms expiring on the dates set out in the table below. Persons specifically named below are hereby continued in office by virtue of this transitional provision:

BOARD		
As at commencement of this Constitution		
Office	Incumbent	Term expiry
President	A/Prof. Peter Subramaniam	End of 2027 AGM
Vice President	Dr Louis Papilion	End of 2027 AGM
Council-appointed Director	Dr Emily Kirkpatrick	31 May 2027
Council-appointed Director	Prof. Tarun Bastiampillai	31 October 2026
Council-appointed Director	Dr Shriram Nath	31 October 2026
Council-appointed Director	–	
Independent Director	Ms Megan Webster	30 October 2026
Independent Director	Ms Linda Abrams-South	31 August 2027

- 4) Where any person is appointed or continued in any office by virtue of these transitional provisions, such appointment or continuation in office is valid notwithstanding anything to the contrary in the previous constitution, this Constitution, or any previous resolution of the Board, Council or Association in General Meeting (and if a continuation of office under these transitional provisions results in a term expiring later than it otherwise would have under the previous constitution, that term is hereby extended by virtue of these transitional provisions).
- 5) Where any issue of a transitional nature arises and this Constitution is either silent or else not capable of having effect according to its usual terms with respect to that matter, the Board is empowered to interpret this Constitution and to make any decision which it deems necessary or expedient to address that matter in whatever way the Board considers appropriate.

Schedule 3 – Proxy

Australian Medical Association (South Australia) Incorporated

PROXY

I
Name of Member

of
Address

being a Member of the Association

appoint
Name of proxy or office held

as my proxy to vote on my behalf:

- ☐ at the General Meeting of the Association to be held at [date] and [time] and at any adjournment of that meeting;
- ☐ all General Meetings until revoked.

Direction to proxy

If you want to direct your proxy how to vote, mark one box only for each resolution. If you do not want to direct your proxy how to vote, do not mark any box for the resolution. If you wish not to vote on a particular resolution, mark the 'Abstain' box.

I direct my proxy to vote as follows:

Resolutions
Descriptions

☐ **For** ☐ **Against** ☐ **Abstain**

Date

Signed by in the
presence of:

.....
Signature of witness

.....
Signature of Member

.....
Name of witness (print)