

Australian Medical Council Limited

A Company Limited by Guarantee

Constitution

Australian Medical Council
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CANBERRA AIRPORT ACT 2609

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Registered: 16 July 2008
Australian Company Number: 131 796 980
Australian Business Number: 97 131 796 980

Date: as amended Annual General Meeting 24 November 2017

Constitution

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1 Name of the company (new Article)

The name of the **company** is the Australian Medical Council Limited (the **company**).

2 Objects (previously Article 1: 2010 Constitution)

- (a) to improve health through advancing the quality and delivery of medical education and training associated with the provision of health services in Australia and New Zealand;
- (b) to develop accreditation standards, policies and procedures for medical programs of study based predominantly in Australia and New Zealand and for assessment of international medical graduates for registration in Australia;
- (c) to assess programs of study based predominantly in Australia and New Zealand leading to general or specialist registration of the graduates of those programs to practise medicine in Australia to determine whether the programs meet approved accreditation standards, and to make recommendations for improvement of those programs;
- (d) to assess education providers based predominantly in Australia and New Zealand that provide programs of study leading to registration of the graduates of those programs to practise medicine in Australia, to determine whether the providers meet approved accreditation standards;
- (e) to assess authorities in other countries that conduct examinations for registration in medicine, or that accredit programs of study relevant to registration in medicine, to decide whether persons who successfully complete the examinations or programs of study conducted or accredited by those authorities should have the knowledge, clinical skills and professional attributes necessary to practise medicine in Australia;
- (f) to assess, or oversee the assessment of, the knowledge, clinical skills and professional attributes of overseas qualified medical practitioners who are seeking registration in medicine under the Health Practitioner Regulation National Law and whose qualifications are not approved qualifications under the Health Practitioner Regulation National Law for medicine;
- (g) to assess the case for the recognition of new medical specialties;
- (h) to act as an external accreditation entity for the purposes of the Health Practitioner Regulation National Law;
- (i) to advise and make recommendations to Federal, State and Territory governments, the Australian Health Workforce Advisory Council, the Australian Health Practitioner Regulation Agency, the Medical Board of Australia and State and Territory boards of the Medical Board of Australia, and any other state and territory medical regulatory authorities in relation to:

- (i) matters concerning accreditation or accreditation standards for the medical profession;
 - (ii) matters concerning the registration of medical practitioners;
 - (iii) matters concerning the assessment of overseas qualifications of medical practitioners;
 - (iv) matters concerning the recognition of overseas qualifications of medical practitioners; and
 - (v) the recognition of medical specialties.
- (j) to work with international health, accreditation and testing authorities and agencies to bring about improvement in the furtherance of these objects; and
 - (k) to do all such matters as are ancillary to, convenient for or which foster or promote the advancement of matters that are the subject of these objects.

3 Income (previously Article 2: 2010 Constitution)

3.1 Application of income for objects only

The profits (if any) or other income and the property of the Australian Medical Council, however derived, must be applied solely towards the promotion of the objects of the Australian Medical Council in article 2.

3.2 No dividends, bonus or profit to be paid to Members

No part of the profits or other income or the property of the Australian Medical Council may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members.

3.3 Payments in good faith

Nothing in this Constitution prevents the payment in good faith to an officer of the Australian Medical Council or Member, or a related entity of an officer of the Australian Medical Council or Member:

- (a) of remuneration for services rendered to the Australian Medical Council; or
- (b) for goods supplied in the ordinary course of business; or
- (c) of interest at a rate not exceeding the rate fixed for the purposes of this article by the Australian Medical Council in general meeting on money borrowed from an officer or Member; or
- (d) or reasonable rent for premises let by an officer or Member.

4 Membership (previously Article 3: 2010 Constitution)

4.1 Transitional provisions

[deleted Annual General Meeting 30 November 2016]

4.2 Members

The Members are:

- (a) eight persons each of whom is registered as a medical practitioner under the Health Practitioner Regulation National Law by the Medical Board of Australia appointed as follows:
 - (i) four persons each of whom is, at the time of their appointment, a member of a State or Territory Board of the Medical Board of Australia or a member of a medical council of a State or Territory of Australia appointed by the Directors of the Australian Medical Council after consultation as determined by the Directors of the Australian Medical Council;
 - (ii) two persons each nominated by the Council of Presidents of Medical Colleges and appointed by the Directors of the Australian Medical Council;
 - (iii) one person nominated by the Australian Medical Association Federal Council and appointed by the Directors of the Australian Medical Council;
 - (iv) one person who is, at the time of their appointment, in post-graduate medical training appointed by the Directors of the Australian Medical Council after consultation as determined by the Directors of the Australian Medical Council;
- (b) one person who is, at the time of their appointment, a senior academic staff member of a medical school or medical faculty of an Australian university nominated by Medical Deans Australia and New Zealand and appointed by the Directors of the Australian Medical Council;
- (c) one person who is, at the time of their appointment, a senior academic staff member of a medical school or medical faculty of an Australian university nominated by Universities Australia and appointed by the Directors of the Australian Medical Council;
- (d) one person who is, at the time of their appointment, a medical student in basic or pre-professional training appointed by the Directors of the Australian Medical Council after consultation as determined by the Directors of the Australian Medical Council;
- (e) two persons each of whom has a background in and knowledge of consumer health issues appointed by the Directors of the Australian Medical Council after consultation as determined by the Directors of the Australian Medical Council;

- (f) two persons each of whom is, at the time of their appointment, a community member of a State or Territory Board of the Medical Board of Australia appointed by the Directors of the Australian Medical Council after consultation as determined by the Directors of the Australian Medical Council;
- (g) one person with experience as a senior executive of an Australian public hospital appointed by the Directors of the Australian Medical Council after consultation as determined by the Directors of the Australian Medical Council;
- (h) one person with experience as a senior executive of an Australian private hospital appointed by the Directors of the Australian Medical Council after consultation as determined by the Directors of the Australian Medical Council;
- (i) ex officio, the chair of each of the Medical School Accreditation Committee, the Prevocational Standards Accreditation Committee, the Specialist Education Accreditation Committee and the Assessment Committee;
- (j) ex officio, the chair of the Confederation of Postgraduate Medical Education Councils;
- (k) ex officio, the Chief Executive Officer of the Australian Commission on Safety and Quality in Health Care;
- (l) ex-officio, the persons who hold the offices of President and Deputy President of the Australian Medical Council;
- (m) one person who is, at the time of their appointment, an Aboriginal or Torres Strait Islander member on an AMC standing committee, group or panel, appointed by the Directors of the Australian Medical Council; and
- (n) one person who is, at the time of their appointment, a Māori member on an AMC standing committee, group or panel, appointed by the Directors of the Australian Medical Council.

4.3 Form of appointment

An appointment of a Member by the Directors of the Australian Medical Council must specify the term of the appointment.

4.4 When appointment takes effect

An appointment of a Member by the Directors of the Australian Medical Council does not take effect until a written consent to the appointment is received by the Chief Executive Officer.

4.5 Term of appointment

The maximum term of appointment of a Member is four years. A Member is able to be re-appointed for a further term or terms, each no more than four years.

4.6 Ceasing to be a Member

A person ceases to be a Member on:

- (a) the expiration of their term of appointment;
- (b) resignation;
- (c) death;
- (d) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (e) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (f) the revocation of their appointment under article 4.8.

4.7 Resignation

A Member may by written notice to the Australian Medical Council resign their Membership:

- (a) with immediate effect; or
- (b) with effect from a specified date occurring not more than 90 days after service of the notice.

4.8 Revocation of nomination

A body entitled to appoint a Member is entitled to:

- (a) revoke the appointment; and
- (b) appoint a person to be a Member in place of the Member whose appointment it has revoked under article 4.8(a) or who otherwise ceases to be a Member under this Constitution.

The Directors may revoke the appointment of a Member appointed by the Directors if they are satisfied that the Member would not then be eligible for appointment as a member.

4.9 Limited liability

The Members have no liability as Members except as set out in article 24.2.

5 General meetings (previously Article 4: 2010 Constitution)

5.1 Annual general meeting

Annual general meetings of the Australian Medical Council are to be held no later than six months after the end of the financial year of the Australian Medical Council.

5.2 Power to convene general meeting

The Directors may convene a general meeting when they think fit. However, they must convene and arrange to hold a general meeting when requisitioned by Members according to the Corporations Act.¹

5.3 Period of notice of general meeting

At least 60 days' written notice of a general meeting must be given to each Member.

5.4 Notice of general meeting

Notice of a meeting of Members must be given according to article 25 and the Corporations Act.

5.5 Notice of special resolution

If a special resolution² is to be proposed, the notice of meeting must set out the intention to propose the special resolution and its terms.

5.6 Members' resolutions

If a Member wishes a resolution to be considered at a general meeting of the Australian Medical Council, they must give written notice of the resolution to the Chief Executive Officer in sufficient time for it to be circulated to all Members not less than 42 days before the general meeting at which the resolution is to be considered.³

5.7 Non-receipt of notice of general meeting

The non-receipt of notice of a general meeting by, or the accidental omission to give notice of a general meeting to, a person entitled to receive notice, does not invalidate any resolution passed at the general meeting.

5.8 Auditor entitled to attend general meetings⁴

The auditor of the Australian Medical Council is entitled to:

¹ A notice of a general meeting must be given individually to each member. A notice of a general meeting must:

- (a) set out the place, date and time for the meeting;
- (b) state the general nature of the meetings' business;
- (c) if a special resolution is to be proposed – set out an intention to propose the special resolution and state the resolution; and
- (d) contain a statement setting out the members' right to appoint a proxy.

² Matters which, under the Corporations Act, require a special resolution include:

- (a) modification or repeal of the company constitution; and
- (b) voluntary winding up of the company.

³ The Corporations Act provides that, if a company is given insufficient time for the proposed resolution to be forwarded with the notice of meeting, then the member requesting the consideration of the resolution is to bear the cost of circulating the resolution. The company in general meeting may resolve to meet those expenses.

⁴ Reflects mandatory requirements in ss 249V(1), 249K, 249V(2), 249V(3) and 249V(4) Corporations Act.

- (a) attend any general meeting; and
- (b) receive all notices of and other communications relating to any general meeting that a Member is entitled to receive; and
- (c) be heard at any general meeting on any part of the business of the meeting that concerns the auditor in that capacity; and
- (d) be heard at any general meeting even if the auditor retires at that meeting or a resolution to remove the auditor from office is passed at that meeting.

The auditor may authorise an agent in writing to do those things on their behalf.

5.9 Directors entitled to attend general meetings

A Director is entitled to:

- (a) attend any general meeting;
- (b) receive all notices of and other communications relating to any general meeting that a Member is entitled to receive; and
- (c) be heard at any general meeting on any part of the business of the meeting.

A Director is not entitled to vote at a general meeting unless they are a Member.

5.10 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may, when they think fit, cancel the meeting or postpone the meeting to a date and time that they determine.

However, this article does not apply to a general meeting convened in accordance with the Corporations Act by Members or by the Directors at the request of Members.

5.11 Written notice of cancellation or postponement of general meeting

Written notice of the cancellation or postponement of a general meeting must be given to everyone entitled to receive notices of general meetings from the Australian Medical Council.

The notice must be given at least three days before the date for which the meeting is convened and must specify the reason for the cancellation or postponement.

5.12 Contents of notice postponing general meeting

A notice postponing a general meeting must specify:

- (a) a date and time for the holding of the meeting; and
- (b) a place for the holding of the meeting, which may be either the same as or different to the place specified in the notice convening the meeting.

5.13 Notice period for postponed general meeting

The period from when a notice postponing a general meeting is given to the date specified in that notice for the holding of the meeting may not be less than 60 days or such other period of notice of the meeting required to be given by the Corporations Act.

5.14 Business at postponed general meeting

The only business that may be transacted at a general meeting that is postponed is the business specified in the original notice convening the meeting.

5.15 Non-receipt of notice cancelling or postponing of a general meeting

The accidental omission to give notice of the cancellation or postponement of a general meeting to, or the non-receipt of any such notice by, any person entitled to notice does not invalidate that cancellation or postponement nor any resolution passed at a postponed general meeting.

6 Proceedings at general meetings (previously Article 5: 2010 Constitution)

6.1 Business of annual general meeting

The business of an annual general meeting includes to receive and consider the profit and loss account, the balance sheet and the reports of the Directors and the auditor, to appoint an auditor if necessary to fill any vacancy in the office of auditor, and to elect Directors.

6.2 Number for a quorum

Thirteen Members present in person are a quorum at a general meeting.

6.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.

If a quorum is present at the beginning of a general meeting it is taken to be present throughout the meeting unless the chair of the meeting on their own motion or at the request of a Member who is present otherwise declares.

6.4 Quorum and time

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to the other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

6.5 Adjourned meeting

If a quorum is not present within 15 minutes after the time appointed for an adjourned general meeting, the meeting is dissolved.

6.6 Appointment and powers of chair of general meeting

The President is entitled to preside as chair at a general meeting.

6.7 Absence of chair at general meeting

If a general meeting is held and the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair of the meeting (in order of precedence):

- (a) the Deputy President;
- (b) a Director chosen by a majority of the Directors present;
- (c) a Member chosen by a majority of the Members present in person.

6.8 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned general meeting unless a meeting is adjourned for more than 30 days.

In that case, notice of the adjourned general meeting must be given as in the case of an original general meeting.

6.9 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.⁵

6.10 Equality of votes – casting vote for chair

If there is an equality of votes, whether on a show of hands or on a poll, the chair of the general meeting has a casting vote in addition to any other vote to which the chair is entitled.

6.11 Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

A declaration by the chair 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

⁵ There are some matters which can only be passed by a special resolution which requires special notice and a 75% majority. These matters include amendments to the constitution and a change of the company name.

the book containing the minutes of the proceedings of the Australian Medical Council, is conclusive evidence of the fact.

Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

6.12 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chair and the result of the poll is the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

A demand for a poll may be withdrawn.

A demand for a poll does not prevent the continuance of the general meeting for the transaction of any business other than the question on which the poll has been demanded.

6.13 Objection to voting qualification

Objection may not be raised to the right of a person to attend or vote at a general meeting or adjourned general meeting or to vote on a poll except at that general meeting or adjourned general meeting or when that poll is taken.

Every vote not disallowed at the general meeting or adjourned general meeting or when the poll is taken is valid.

6.14 Chair to determine any poll dispute

If there is a dispute as to the admission or rejection of a vote, the chair of the general meeting must decide it and the chair's decision made in good faith is final and conclusive.

6.15 Adjournment of general meeting

With the consent of the Members present, the chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.

Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

6.16 Notice of adjournment

If a general meeting is adjourned for more than 30 days, notice of the adjournment must be given according to article 5.4.

7 **Votes of Members** (previously Article 6: 2010 Constitution)

7.1 **Voting rights**

Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in this Constitution:

- (a) on a show of hands, each Member present in person has one vote; and
- (b) on a poll, each Member present in person has one vote.

8 **Directors** (previously Article 7: 2010 Constitution)

8.1 **Transitional provisions**

[deleted Annual General Meeting November 2016]

8.2 **Directors**

The Directors are:

- (a) the President – elected by the Australian Medical Council according to article 8.3;
- (b) the Deputy President – elected by the Australian Medical Council according to article 8.4;
- (c) three Members elected by the Australian Medical Council according to article 8.5; and
- (d) ex officio, the chair of each of the Medical School Accreditation Committee, the Prevocational Standards Accreditation Committee, the Specialist Education Accreditation Committee, and the Assessment Committee.
- (e) [deleted Annual General Meeting 24 November 2017]

A person may be elected under article 8.2(a) as the President or under article 8.2(b) as the Deputy President notwithstanding that the person has been appointed as chair of the Medical School Accreditation Committee, Prevocational Standards Accreditation Committee, the Specialist Education Accreditation Committee, or the Assessment Committee.

A person who has been elected as the President, the Deputy President or a Director pursuant to articles 8.2(a), (b) or (c) may also be appointed as chair of the Medical School Accreditation Committee, the Prevocational Standards Accreditation Committee, the Specialist Education Accreditation Committee or the Assessment Committee.

8.3 **President**

The President is to be elected from amongst the Members at an annual general meeting. The President is elected for a term of two years. The President takes office at the conclusion of the annual general meeting at which the President is elected.

No one may serve more than three consecutive terms as President nor any greater number of consecutive terms as the Australian Medical Council may from time to time approve.

8.4 Deputy President

The Deputy President is to be elected from amongst the Members at an annual general meeting. The Deputy President is elected for a term of two years. The Deputy President takes office at the conclusion of the annual general meeting at which the Deputy President is elected.

No one may serve more than three consecutive terms as Deputy President.

If the President ceases to be a Director, then the Deputy President assumes the position of President until the next annual general meeting.

8.5 Election of Directors

The Directors elected under article 8.2(c) are to be elected from amongst the Members at an annual general meeting. The Directors elected under article 8.2(c) are elected for two years. The Directors take office at the conclusion of the annual general meeting at which the Directors are elected.

8.6 Directors to retire

At each annual general meeting of the Australian Medical Council, the Directors appointed under articles 8.3, 8.4 and 8.5 whose terms have come to an end must retire from office.

A retiring Director holds office until the conclusion of the meeting at which that Director retires but (subject to articles 8.3 and 8.4 and their Membership at the time of the election) is eligible for re-election.

8.7 Casual vacancy

If there is a vacancy in the office of a Director elected by the Members, the Directors may appoint a Member to fill the vacancy.

If a person is elected as a Director under article 8.2(c) and that person is subsequently appointed as chair of the Medical School Accreditation Committee, the Prevocational Standards Accreditation Committee, the Specialist Education Accreditation Committee, or the Assessment Committee then that person becomes a Director under article 8.2(d) and there is deemed to be a vacancy in the office of Director under article 8.2(c) and this article 8.7 applies.

A Member appointed under this article holds office until the conclusion of the next annual general meeting of the Australian Medical Council but (subject to continuing membership) is eligible for election at that meeting.

8.8 Vacation of office of a Director

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act,⁶ the office of a Director becomes vacant if the Director:

- (a) being a Member, ceases to be a Member;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns office by notice in writing to the Australian Medical Council; or
- (d) is not present personally at three consecutive meetings of the Directors without leave of absence from the Directors.

8.9 Removal of Director

A Director may be removed from office by the Australian Medical Council at any general meeting by a simple majority of all Members of the Australian Medical Council whether or not present at the general meeting.

If a Director so removed from office was an elected Director, then a new Director may be elected by the Australian Medical Council but that Director holds office only until the conclusion of the next annual general meeting.

If a Director so removed from office was a Director under clause 8.2(d) then the Directors shall appoint a new person to fill that position.

9 Powers and duties of Directors (previously Article 8: 2010 Constitution)

9.1 Directors to manage Australian Medical Council

The Directors are to manage the business of the Australian Medical Council and may exercise all the powers of the Australian Medical Council that are not, by the Corporations Act⁷ or by this Constitution, required to be exercised by the Australian Medical Council in general meeting.

⁶ The principal grounds for disqualification from managing a corporation are:

- (a) on conviction for certain offences;
- (b) becoming bankrupt or entering into a deed of arrangement or composition with creditors;
- (c) A court ordered disqualification for:
 - (i) breach of a civil penalty provision;
 - (ii) involvement in two or more failed corporations; or
 - (iii) repeated contraventions of the Corporations Act
- (d) a disqualification by ASIC as a result of a liquidator's adverse report.

⁷ In addition to the business to be conducted at an AGM, the more usual resolutions which must be passed at a general meeting are to:

- (a) adopt or amend a constitution;
- (b) change the company's name;
- (c) remove an auditor;
- (d) voluntarily wind up the company.

9.2 Specific powers of Directors

Without limiting article 9.1, the Directors may:

- (a) give direction to any committee of the Australian Medical Council and receive reports from committees;
- (b) authorise expenditure of the Australian Medical Council's moneys for purposes relating to the Australian Medical Council's affairs.

9.3 Minutes

The Directors must ensure minutes of meetings are made and kept according to the Corporations Act.⁸

10 Proceedings of Directors (previously Article 9: 2010 Constitution)

10.1 Meetings of Directors

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

10.2 President or Deputy President may convene a meeting

The President or the Deputy President may at any time, and the Chief Executive Officer on the request of the President or Deputy President must, convene a meeting of Directors.

10.3 President to chair at meetings of the Directors

The President is entitled to chair meetings of Directors. If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may chair the meeting (in order of entitlement):

- (a) the Deputy President; or

⁸ Minute books must be established which record:

- (a) proceedings and resolutions of:
 - (i) meetings of the company's members;
 - (ii) directors' meetings (including meetings of a committee of directors);
- (b) resolutions passed by members without a meeting; and
- (c) resolutions passed by directors without a meeting.

Minutes must be filed in the minute book within one month of the meeting.

Minutes must be signed within a reasonable time after the meeting by either:

- (a) the chair of the meeting;
- (b) the chair of the next meeting.

A company must keep its minute books at:

- (a) its registered office;
- (b) its principal place of business; or
- (c) another place approved by ASIC.

(b) a Director chosen by a majority of the Directors present.

10.4 Questions decided by majority

Questions arising at a meeting of the Directors are to be decided by a majority of votes and in the event of an equality of votes the chair of the meeting has a second or a casting vote.

10.5 Quorum

Five Directors present at a meeting of Directors in person are a quorum.

10.6 Effect of vacancy

The continuing Directors may act despite a vacancy in their number.

10.7 Circulating resolutions

The Directors may pass a resolution without a Directors meeting being held if all of the Directors who are entitled to vote on the resolution (being at least a quorum) sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Director signs.

10.8 Meeting of use of technology

A Directors meeting may be called or held using any technology consented to by each Director. The consent may be a standing one.

A Director may only withdraw consent a reasonable time before a meeting.

10.9 Validity of acts of Directors

All acts done at a meeting of the Directors or of a committee of Directors, or by a person acting as a Director are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

11 Conflicts of interest (previously Article 10: 2010 Constitution)

11.1 When permitted

Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests⁹, a Director may:

⁹ Directors must disclose any material personal interest which they have in matters which relate to the affairs of the company. A director of a public company who has a material personal interest in a matter being considered at a directors' meeting must not:

(a) be present while the matter is being considered; or

- (a) hold any office or place of profit in the Australian Medical Council, except that of auditor;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Australian Medical Council or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Australian Medical Council;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Australian Medical Council or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Australian Medical Council, except as auditor;
- (f) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors; and
- (g) sign or participate in the execution of a document by or on behalf of the Australian Medical Council.

11.2 No unintended effects

A Director may do any of the things specified in article 11.1 despite the fiduciary relationship of the Director's office:

- (a) without any liability to account to the Australian Medical Council for any direct or indirect or indirect benefit accruing to the Director; and
- (b) without affecting the validity of any contract or arrangement.

12 Committees (previously Article 11: 2010 Constitution)

12.1 Establishment of committees

The Australian Medical Council will establish, and the Directors will appoint the members of, the following committees and subcommittees:

- (a) a Medical School Accreditation Committee;
- (b) a Prevocational Standards Accreditation Committee;

-
- (b) vote on the matter;
unless the directors who do not have a material personal interest in the matter have passed a resolution that:
 - (c) identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the company; and
 - (d) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.

- (c) a Specialist Education Accreditation Committee;
- (d) [deleted Annual General Meeting 26 November 2010];
- (e) an Assessment Committee; and
- (f) [deleted Annual General Meeting 30 November 2016];
- (g) [deleted Annual General Meeting 30 November 2016];
- (h) such other committees and subcommittees as the Australian Medical Council considers necessary or expedient.

The Australian Medical Council may from time to time discontinue any committee or subcommittee it has established.

12.2 Transitional provisions

[deleted Annual General Meeting 30 November 2016]

12.3 Vacation of office

The office of a member of a committee or subcommittee established under article 12.1 becomes vacant if the person:

- (a) dies;
- (b) is removed from office by the Directors;
- (c) ceases to be a Member (if the office is held by virtue of the person being a Member);
- (d) becomes of unsound mind or a person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) resigns office of notice in writing to the Australian Medical Council; or
- (f) is not present at three consecutive meetings of the committee or subcommittee without leave of absence from the chair.

12.4 Substitute appointments

If a member of a committee established under this article 12 is unable to attend a meeting of the committee, the President may, at the President's discretion and in consultation with the chair of the committee, appoint another person (**Substitute Committee Member**) to attend the meeting in the absent member's place.

If the chair of a committee established under this article 12 is unable to attend a meeting of the committee, the President may appoint the chair for that meeting from amongst the members of the committee (or Substitute Committee Members) who are able to attend.

The President may delegate the power of appointment under this article 12.4 to a Director to expire on a date no later than the date of the next annual general meeting, and subject to any direction of the President.

13 Medical School Accreditation Committee (previously Article 12: 2010 Constitution)

13.1 Formation of the Medical School Accreditation Committee

The Australian Medical Council will establish a Medical School Accreditation Committee to perform functions in connection with the accreditation of medical schools and medical courses. The Medical School Accreditation Committee will have the particular functions and responsibilities assigned to it from time to time by the Directors.

13.2 Membership of the Medical School Accreditation Committee

The Medical School Accreditation Committee will consist of those persons (not less than 14 in number) from time to time appointed by the Directors. The Directors may remove and replace an appointee.

13.3 Chair of Medical School Accreditation Committee

The chair of the Medical School Accreditation Committee will be appointed by the Directors.

13.4 Term of office

The term of office of a member of the Medical School Accreditation Committee (other than the chair, in that capacity) may not exceed four consecutive years.

The term of office of the chair of the Medical School Accreditation Committee may not exceed four consecutive years.

If the Directors are satisfied that it is in the best interests of the Australian Medical Council, the Directors may permit the chair or a member of the Medical School Accreditation Committee to hold office for a period or periods of more than four consecutive years, but in any event no more than 12 consecutive years.

13.5 Quorum

Eight members of the Medical School Accreditation Committee present in person are a quorum.

14 Prevocational Standards Accreditation Committee

14.1 Formation of the Prevocational Standards Accreditation Committee

The Australian Medical Council will establish a Prevocational Standards Accreditation Committee to perform functions in connection with the setting of standards and accreditation of medical training and education in the prevocational medical education phase. The Prevocational Standards Accreditation Committee will

have the particular functions and responsibilities assigned to it from time to time by the Directors.

14.2 Membership of the Prevocational Standards Accreditation Committee

The Prevocational Standards Accreditation Committee will consist of those persons (not less than 13 in number) from time to time appointed by the Directors. The Directors may remove and replace an appointee.

14.3 Chair of Prevocational Standards Accreditation Committee

The chair of the Prevocational Standards Accreditation Committee will be appointed by the Directors.

14.4 Term of office

The term of office of a member of the Prevocational Standards Accreditation Committee (other than the chair, in that capacity) may not exceed four consecutive years.

The term of office of the chair of the Prevocational Standards Accreditation Committee may not exceed four consecutive years.

If the Directors are satisfied that it is in the best interests of the Australian Medical Council, the Directors may permit the chair or a member of the Prevocational Standards Accreditation Committee to hold office for a period or periods of more than four consecutive years, but in any event no more than 12 consecutive years.

14.5 Quorum

Seven members of the Prevocational Standards Accreditation Committee present in person constitute a quorum.

15 Specialist Education Accreditation Committee (previously Article 13: 2010 Constitution)

15.1 Formation of the Specialist Education Accreditation Committee

The Australian Medical Council will establish a Specialist Education Accreditation Committee to perform functions in connection with the accreditation of specialist medical education, training and professional development programs. The Specialist Education Accreditation Committee will have the particular functions and responsibilities assigned to it from time to time by the Directors.

15.2 Membership of the Specialist Education Accreditation Committee

The Specialist Education Accreditation Committee will consist of those persons (not less than 14 in number) from time to time appointed by the Directors. The Directors may remove and replace an appointee.

15.3 Chair of Specialist Education Accreditation Committee

The chair of the Specialist Education Accreditation Committee will be appointed by the Directors.

15.4 Term of office

The term of office of a member of the Specialist Education Accreditation Committee (other than the chair, in that capacity) may not exceed four consecutive years.

The term of office of the chair of the Specialist Education Accreditation Committee may not exceed four consecutive years.

If the Directors are satisfied that it is in the best interests of the Australian Medical Council, the Directors may permit the chair or a member of the Specialist Education Accreditation Committee to hold office for a period or periods of more than four consecutive years, but in any event no more than 12 consecutive years.

15.5 Quorum

Eight members of the Specialist Education Accreditation Committee present in person constitute a quorum.

16 [deleted Annual General Meeting 26 November 2010]

17 Assessment Committee

17.1 Formation of the Assessment Committee

The Australian Medical Council will establish an Assessment Committee to perform functions in connection with the assessment of medical practitioners for the purposes of registration. The Assessment Committee will have the particular functions and responsibilities from time to time assigned to it by the Directors.

17.2 Membership of the Assessment Committee

The Assessment Committee will consist of those persons (not less than 9 in number) from time to time appointed by the Directors. The Directors may remove and replace an appointee.

17.3 Chair of Assessment Committee

The chair of the Assessment Committee will be appointed by the Directors.

17.4 Term of office

The term of office of a member of the Assessment Committee (other than the chair, in that capacity) may not exceed four consecutive years.

The term of office of the chair may not exceed four consecutive years.

If the Directors are satisfied that it is in the best interests of the Australian Medical Council, the Directors may permit the chair or a member of the Assessment

Committee to hold office for a period or periods of more than four consecutive years, but in any event no more than 12 consecutive years.

17.5 Quorum

Five members of the Assessment Committee present in person constitute a quorum.

18 [deleted Annual General Meeting 30 November 2016]

19 [deleted Annual General Meeting 30 November 2016]

20 Staffing (previously Article 18: 2010 Constitution)

20.1 Secretary

There must be at least one Secretary of the Australian Medical Council who is to be appointed by the Directors.

20.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

20.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

20.4 Chief Executive Officer

The Directors may:

- (a) appoint a person as Chief Executive Officer to be responsible for the day-to-day management of the Australian Medical Council for the period specified in article 20.5 and on such other terms (including remuneration) as they think fit;
- (b) withdraw or vary any of the powers conferred on that person as Chief Executive Officer;
- (c) subject to the terms of any contract between that person and the Australian Medical Council for appointment of that person as Chief Executive Officer, at any time remove or dismiss that person from the office of the Chief Executive Officer.

20.5 Period of appointment of Chief Executive Officer

A person appointed under article 20.4(a) holds office:

- (a) as Chief Executive Officer, until the earliest of:

- (i) the expiration of the period specified in any contract between that person and the Australian Medical Council for appointment of that person as Chief Executive Officer;
 - (ii) the removal or dismissal of the person from the office of the Chief Executive Officer according to article 20.4(c).
- (b) [deleted Annual General Meeting 24 November 2017]

20.6 Title

The Directors may from time to time vary the title of the office to which a person is appointed under article 20.4(a).

20.7 [deleted Annual General Meeting 24 November 2017]

20.8 Powers, duties and authorities

Without limiting article 20.4(a), a person appointed under that article:

- (a) is entitled ex officio to attend all meetings of the Australian Medical Council and all other committees, subcommittees and working parties; and
- (b) is responsible for:
 - (i) maintaining adequate records of all meetings of the Australian Medical Council, the Directors and all other committees, subcommittees and working parties;
 - (ii) collecting and maintaining such statistics and information as the Australian Medical Council considers necessary for the proper discharge of its functions; and
 - (iii) keeping, or causing to be kept, a proper record of money received and expended.

21 Audit and accounts (previously Article 19: 2010 Constitution)

21.1 Requirement to keep accounts

The Directors must cause the Australian Medical Council to keep accounts of the business of the Australian Medical Council according to the requirements of the Corporations Act.

21.2 Accounts to be audited

The Directors must cause the accounts of the Australian Medical Council to be audited in accordance with the requirements of the Corporations Act.¹⁰

¹⁰ The financial report must be audited by a registered company auditor who must form an opinion as to whether the financial report complies with the accounting standards and gives a true and fair view of the financial position and performance of the company.

21.3 Annual report

The annual report, including the audited financial statements, must be:

- (a) circulated to Members as required by the Corporations Act; and
- (b) presented to the Commonwealth, State and Territory Ministers responsible for health matters.

22 Inspection of records (previously Article 20: 2010 Constitution)

Every Member is entitled to inspect any document of the Australian Medical Council at the Registered Office during normal business hours on reasonable notice or as otherwise provided by law.

23 Seals (previously Article 21: 2010 Constitution)

23.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the Australian Medical Council.

23.2 Use of common seal

If the Australian Medical Council has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

24 Winding up (previously Article 22: 2010 Constitution)

24.1 Excess property on winding up

If any property remains on the winding up or dissolution of the Australian Medical Council and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to another institution or institutions:

- (a) having objects similar to the objects of the Australian Medical Council; and
- (a) whose constitution prohibits 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 Australian Medical Council under this Constitution.

The institution or institutions are to be determined by Members at or before the time of dissolution or, failing such a determination, by a judge who has or acquires jurisdiction in the matter.

24.2 Contribution of Member on winding-up

Each Member undertakes to contribute to the Australian Medical Council's property if the Australian Medical Council is wound up while they are a Member or within one year after they cease to be a Member. This contribution is for:

- (a) payment of the Australian Medical Council's debts and liabilities contracted before they ceased to be a Member;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$10.

25 Service of documents Notice to Members (previously Article 23: 2010 Constitution)

25.1 Written notice or any communication under this constitution may be given to a Member:

- (a) in person;
- (b) by posting it to, or leaving it at the address of the Member in the register of Members or an alternative address (if any) nominated by the Member for service of notices;
- (c) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any);
- (d) sending it to the fax number nominated by the Member as an alternative address for service of notices (if any), or
- (e) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

If the company does not have an address for the Member, the company is not required to give notice in person.

25.2 When notice is taken to be given

A notice:

- (f) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (g) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (h) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
- (i) given under clause 25.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

26 Indemnity and insurance (previously Article 24: 2010 Constitution)

26.1 Indemnity

Every person who is or has been:

- (a) a Director; or
- (b) a Secretary,

is entitled to be indemnified out of the property of the Australian Medical Council against:

- (c) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (d) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:¹¹

- (e) the Australian Medical Council is forbidden by statute to indemnify the person against the liability or legal costs; or
- (f) an indemnity by the Australian Medical Council of the person against the liability or legal costs would, if given, be made void by statute.

26.2 Insurance

The Australian Medical Council may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary against liability incurred by the person in that capacity, including a liability for legal costs, unless:¹²

¹¹ A company is prohibited from indemnifying a person against the following liabilities incurred as an officer of the company:

- (a) a liability owed to the company or a related body corporate;
- (b) a liability for a pecuniary penalty order or a compensation order under the Corporations Act;
- (c) a liability that is owed to someone other than the company or a related body corporate and did not arise out of conduct in good faith.

A company is also prohibited from indemnifying a person against legal costs incurred by a person in defending an action for a liability incurred as an officer of the company, if the costs are incurred:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified;
- (b) in defending or resisting criminal proceedings in which the person is found guilty;
- (c) in defending or resisting certain proceedings brought by ASIC or a liquidator; or
- (d) in connection with proceedings for relief to the person under the Corporations Act in which the Court denies the relief. An indemnity in respect of these liabilities is void to the extent that it contravenes these provisions.

¹² Under the Corporations Act, a company or related body corporate must not pay, or agree to pay, a premium for a contract insuring an officer (or former officer) against a liability arising from conduct

- (a) the Australian Medical Council is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Australian Medical Council paid the premium, be made void by statute.

27 Definitions and interpretation

27.1 Definitions

In this Constitution unless the contrary intention appears:

Australian Medical Council means Australian Medical Council Limited.

Chief Executive Officer means the person appointed under article 20.4(a).

Committee means standing committees, subcommittees, panels, working groups and expert advisory groups.

Constitution means this Constitution as amended from time to time and a reference to a particular article is a reference to an article of this Constitution.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Deputy President means the person elected as Deputy President under article 8.4.

Director means a person holding office as a Director specified in article 8.2.

Directors means all or some of the Directors acting together.

Medical Board of Australia means the Board of that name established under the Health Practitioner Regulation National Law.

Member means a Member of the Australian Medical Council as specified in article 4.2 and **Membership** has a corresponding meaning.

President means the person elected as President under article 8.3 or acting as President under article 8.4.

Registered Office means the registered office for the time being of the Australian Medical Council.

Secretary means a person appointed as a secretary of the Australian Medical Council, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Australian Medical Council, as specified in article 20.1.

State means a State of the Commonwealth of Australia.

involving a wilful breach of duty in relation to the company, or a breach of certain statutory duties relating to use of position and information.

State and Territory Boards of the Medical Board of Australia means the committees established by the Medical Board of Australia under the Health Practitioner Regulation National Law.

Territory means the Australian Capital Territory and the Northern Territory.

27.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form; and
- (e) where there is reference to people present in person at a meeting this includes participation in the meeting through any electronic means approved by the chair of the meeting.

27.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) “section” or “subsection” refers to a provision of the Corporations Act.

27.4 Body ceasing to exist

Where in this Constitution a reference is made to a named body, office or person, and that body, office or person ceases to exist, the reference is to be taken as a reference to that body, office or person whose objects or functions are, in the opinion of the Australian Medical Council, most closely comparable to those of that named body, office or person.

27.5 Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Australian Medical Council.

27.6 Headings and footnotes

Headings and footnotes are inserted for convenience and guidance only and do not affect the interpretation of this Constitution.

27.7 Powers

A power, an authority or a discretion given to a Director, the Directors, the Australian Medical Council in general meeting or a Member may be exercised from time to time and at any time.

Constitution

AMENDED: 26 November 2010; 30 November 2016; 24 November 2017

Record of Constitutional Amendments

Pages 29 – 36 of the original (13 June 2008) contain the names, addresses and signatures of each of the initial Members of the Australian Council Limited.

13 June 2008	Special General Meeting	Passed Constitution of Australian Medical Council Limited
16 July 2008	Australian Company Number: 131 796 980 Australian Business Number: 97 131 796 980	Company Registered
21 November 2008	Annual General Meeting	To establish the Strategic Policy Advisory Committee insert at Section 17 – 17.1; 17.2; 17.3; 17.4; 17.5 and re-number the following sections.
		To include reference to the Strategic Policy Advisory Committee amend Sections 3.2 (d) (Members); 7.2 9 (d) (Directors) and 11.1 (Committees).
26 November 2010	Annual General Meeting	To amend the objects, and the numbers and expertise of Members consequent upon the introduction of the Medical Board of Australia, and consequential amendments. Changes to articles 1, 3, 5, 7, 11, 16, and 25.
20 March 2013		Typographical Error: to amend "...Directors may permit the chair of a member of the..." to "...Directors may permit the chair or a member of the..." in Section 13.4
30 November 2016	Annual General Meeting	Passed amended Constitution of Australian

		<p>Medical Council Limited to update the objects, amend the numbers and expertise of Members, amend terms of office, changes to standing committees (introduce one, delete two, change name of one), and consequential amendments and general updating</p> <p>Changes to articles 1, 2, 4, 5, 8, 12, 14, 17, 18, 19, 25, 27</p>
24 November 2017	Annual General Meeting	<p>Passed Amended Constitution of Australian Medical Council Limited to amend 4.2 (m) and 27.1; to delete 8.2 (e) and make consequential amendments; to delete 20.4 (a) and (c); and delete 20.5 (b).</p>