Australian Medical Council

A Company Limited by Guarantee

Constitution

26 October 2026

Australian Medical Council Limited

PO Box 4810
KINGSTON ACT 2604

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Contents

Preamble and Guiding Principles **1**

1 Name of the company **2**

2 Objects **2**

3 Income **2**
3.1 Application of income for objects only 2
3.2 No dividends, bonus or profit to be paid to Members 2
3.3 Payments in good faith 3

4 Membership **3**
4.1 Members 3
4.2 When a Director becomes a Member and term of membership 3
4.3 Ceasing to be a Member 3
4.4 Limited liability 3

5 General meetings **4**
5.1 Annual general meeting 4
5.2 Power to convene general meeting 4
5.3 Period of notice of general meeting 4
5.4 Notice of general meeting 4
5.5 Notice of special resolution 4
5.6 Members resolutions 4
5.7 Non-receipt of notice of general meeting 5
5.8 Auditor entitled to attend general meetings 5
5.9 Cancellation or postponement of general meeting 5
5.10 Written notice of cancellation or postponement of general meeting 5
5.11 Contents of notice postponing general meeting 5
5.12 Notice period for postponed general meeting 6
5.13 Business at postponed general meeting 6
5.14 Non-receipt of notice cancelling or postponing of a general meeting 6

6 Proceedings at general meetings **6**
6.1 Business of annual general meeting 6
6.2 Quorum 6
6.3 Requirement for a quorum 6
6.4 Quorum and time 6
6.5 Adjourned meeting 7
6.6 Appointment and powers of chair of general meeting 7
6.7 Absence of chair at general meeting 7
6.8 Notice of adjourned meeting 7
6.9 Questions decided by majority 7
6.10 Equality of votes – casting vote for chair 7
6.11 Declaration of results 8
6.12 Poll 8
6.13 Objection to voting qualification 8
6.14 Chair to determine any poll dispute 8
6.15 Adjournment of general meeting 8
6.16 Notice of adjournment 8

7 Votes of Members 9
7.1 Voting rights 9

8 Directors 9
8.1 Skills Based Board 9
8.2 Directors 9
8.3 Appointment of Directors 9
8.4 Term of appointment 10
8.5 Capacity to extend term of appointment of Aboriginal and/or Torres Strait Islander or Māori directors 10
8.6 Chair 10
8.7 Deputy Chair 10
8.8 Vacation of office of a Director 11
8.9 Removal of Director 11
8.10 Meaning of "consecutive" 11

9 Powers and duties of the Board 11
9.1 Board to manage Australian Medical Council 11
9.2 Specific powers of the Board 12
9.3 Minutes 12

10 Proceedings of the Board 12
10.1 Meetings of the Board 12
10.2 Chair or Deputy Chair may convene a meeting 12
10.3 Chair to chair at meetings of the Board 12
10.4 Questions decided by majority 12
10.5 Quorum 12
10.6 Effect of vacancy 13
10.7 Use of technology for meetings 13
10.8 Circulating resolutions 13
10.9 Validity of acts of the Board 13

11 Conflicts of interest 13
11.1 When permitted 13
11.2 No unintended effects 14

12 Committees 14
12.1 Establishment of committees, forums and advisory bodies 14
12.2 Terms of Reference 14
12.3 Board authority and delegation 15
12.4 Membership and appointment 15
12.5 Operation 15

13 Staffing 16
13.1 Secretary 16
13.2 Suspension and removal of Secretary 16
13.3 Chief Executive Officer 16
13.4 Period of appointment of Chief Executive Officer 16
13.5 Title 16
13.6 Powers, duties and authorities 16

14 Audit and accounts 17
14.1 Requirement to keep accounts 17
14.2 Accounts to be audited 17
14.3 Annual report 17

15 Inspection of records 17

16 Winding up **17**
16.1 Excess property on winding up 17
16.2 Contribution of Member on winding-up 18
17 Service of documents and Notice to Members **18**
17.1 Written notice or any communication under this Constitution may be given to a Member 18
17.2 When notice is taken to be given 18
18 Indemnity and insurance **19**
18.1 Indemnity 19
18.2 Insurance 19
19 Definitions and interpretation **20**
19.1 Definitions 20
19.2 Interpretation 21
19.3 ACNC Act and Corporations Act 21
19.4 Body ceasing to exist 21
19.5 Replaceable rules not to apply 21
19.6 Headings and footnotes 21
19.7 Powers 21
20 Transitional Provisions **22**
20.1 Appointment of Directors 22
20.2 Continuation of Committees 22
20.3 Expiry of this article 20 22
21 Record of Constitutional Amendments **23**

Preamble and Guiding Principles[1]

Preamble

Established in 1984, the Australian Medical Council has evolved with a growing recognition that health equity must be central to its purpose. We acknowledge Australia and Aotearoa New Zealand as lands of many peoples, and honour Aboriginal and Torres Strait Islander peoples and Māori as the First Peoples of these countries.

We recognise the enduring impacts of colonisation, and the inequities it has created, in health outcomes, in systems of care, and in whose knowledge is valued. We affirm that when those who experience the greatest inequity are genuinely centred, health systems are stronger for all. In this, the Australian Medical Council commits to partnership grounded in respect, shared decision-making, and the centrality of Indigenous voices, knowledge, and ways of being in all that it does.

Guiding principles for shared decision-making and co-design with Aboriginal and/or Torres Strait Islander and Māori Peoples

Relationality: We recognise that relationships shape our identity, knowledge and mutual responsibilities, and this relationality is at the heart of all effective decision-making. Each worldview enhances the others, and anchoring in our connectedness will help us eliminate health inequality and enhance health outcomes for all.

Shared decision-making: We apply a shared decision-making approach to all our work and include the voices of Aboriginal and/or Torres Strait Islander and Māori Peoples with diverse lived experience in collaborative policy design, accreditation and governance. Shared decision-making is a two-way responsibility - a collaborative process of joint leadership to further shared aspirations.

Co-design, collaboration and co-production: We embrace co-design approaches to uphold mutual responsibility, openness and partnership, and to capture and recognise values and lived experience in policy design and decision-making. This enables people who provide and receive services to share power and responsibility and to work together in equal, reciprocal and caring ways.

[1] Refer 19.2a

1 Name of the company

The name of the company is the Australian Medical Council Limited.

The Australian Medical Council Limited is a company limited by guarantee.

2 Objects

The Australian Medical Council is established to improve health and the provision of health care, principally for the people of Australia and Aotearoa New Zealand, through:

a) developing and advising on standards for or affecting medical practice;

b) undertaking activities to advance health outcomes and health equity, and contribute to the improvement of the medical workforce;

c) promoting and advocating for a culturally safe and respectful medical workforce that actively contributes to the elimination of racism and all forms of discrimination in the education and training of medical practitioners and the provision of health services;

d) promoting and advocating for a medical workforce that is responsive to the health and wellbeing of Aboriginal and/or Torres Strait Islander and Māori Peoples;

e) undertaking accreditation functions under the relevant national legislation, including accreditation activities and assessment of international medical graduates;

f) providing advice to governments, regulators and other stakeholders in relation to matters relating to health, medical education and training, accreditation, and workforce development and wellbeing; and

g) undertaking all other activities that are incidental to, or supportive of, these objects.

3 Income

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) for reasonable rent for premises let by an officer or Member.

4 Membership

4.1 Members

The Members are each person who is a Director of the Australian Medical Council.

4.2 When a Director becomes a Member and term of membership

A Director of the Australian Medical Council becomes a Member when a written consent of the Director to become a Member is received by the Company Secretary or Chief Executive Officer.

A Director who has provided such consent remains a Member while ever they are a Director of the Australian Medical Council.

4.3 Ceasing to be a Member

A person ceases to be a Member on the person ceasing to be a Director.

4.4 Limited liability

The Members have no liability as Members except as set out in article 16.2.

5 General meetings

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. [2]

5.3 Period of notice of general meeting

At least 21 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 17 and the Corporations Act.

5.5 Notice of special resolution

If a special resolution [3] 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 14 days before the general meeting at which the resolution is to be considered. [4]

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[2] 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 meeting's 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 member's right to appoint a proxy.

[3] 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.

[4] 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.

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 meetings[5]

The auditor of the Australian Medical Council is entitled to:

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 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.

5.10 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.

5.11 Contents of notice postponing general meeting

A notice postponing a general meeting must specify:

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.

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

5.12 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 21 days or such other period of notice of the meeting required to be given by the Corporations Act.

5.13 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.

5.14 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

6.1 Business of annual general meeting

The business of an annual general meeting includes to receive and consider the annual financial report, directors' report and auditor's report, and to appoint an auditor, where required under the Corporations Act, to fill any vacancy in the office of auditor.

6.2 Quorum

The quorum for a general meeting is the next whole number greater than one-half of the total number of Members entitled to participate in the meeting, provided that at least one Aboriginal and/or Torres Strait Islander or Māori Member is present and counted in the quorum.

A person is present for quorum purposes if the person participates in the meeting in person or by any technology permitted under this Constitution or applicable law.

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 Chair is entitled to preside as chair at a general meeting, except in relation to a resolution concerning the removal of the Chair as a Director. In that case the chair is to be determined in accordance with article 6.7.

6.7 Absence of chair at general meeting

If a general meeting is held and the Chair 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 Chair;

b) 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 21 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.[6]

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] 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.

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 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

7.1 Voting rights

Subject to the rights and any 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

8.1 Skills Based Board

The Australian Medical Council is to have a skills-based Board of Directors in accordance with better practice corporate governance principles, and the following principles apply:

a) The Directors must ensure that the Board develops and maintains a Board Skills Matrix;

b) The Board will establish a Nominations Committee in accordance with article 12.1; and

c) All Board appointments are to be made having regard to the Board Skills Matrix and taking into account any recommendation from the Nominations Committee, but the Board is not bound to accept that recommendation.

8.2 Directors

The Board of the Australian Medical Council may have no more than ten Directors.

Of the Directors:

a) At least 50% must hold registration to practice medicine under Part 7 of the Health Practitioner Regulation National Law (not including student registration) at the time of their appointment and of any re-appointment; and

b) At least three must be Aboriginal and/or Torres Strait Islander or Māori, of whom at least one must be Aboriginal and/or Torres Strait Islander.

8.3 Appointment of Directors

Directors are appointed or reappointed by the Board, after receiving advice from the Nominations Committee, and must be approved by at least 75% of the Directors entitled to vote on the resolution, including at least one Aboriginal and/or Torres Strait Islander or Māori Director.

Appointment or reappointment of an Aboriginal and/or Torres Strait Islander or Māori Director requires prior consent from the Aboriginal and/or Torres Strait Islander and Māori Committee.

The Board may fill any vacancy in the number of Directors at any time.

8.4 Term of appointment

Directors are appointed for a term not exceeding four years. Directors may be reappointed for further terms not exceeding two years but may not serve consecutive terms exceeding eight years in total unless article 8.5 applies.

The maximum tenure in this article does not prevent a Director from continuing in office while serving as Chair or Deputy Chair in accordance with articles 8.6 and 8.7. However, a person may not serve as a Director for more than 10 years in total.

8.5 Capacity to extend term of appointment of Aboriginal and/or Torres Strait Islander or Māori directors

If the Board considers it necessary to provide appropriate continuity of Aboriginal and/or Torres Strait Islander or Māori voices, the Board may appoint Aboriginal and/or Torres Strait Islander or Māori directors for an additional two-year term, to a maximum term of ten years.

8.6 Chair

The Chair is to be elected from amongst the Directors. The Chair is elected for a term of two years. The Chair takes office at the conclusion of the Board meeting at which they are elected.

No one may serve more than three consecutive terms as Chair unless approved by the Board by special resolution.

A Director may continue to hold office as a Director beyond the tenure otherwise permitted by article 8.4 for the purpose of serving as Chair, subject to the maximum period of Director service specified in article 8.4.

8.7 Deputy Chair

The Deputy Chair is to be elected from amongst the Directors. The Deputy Chair is elected for a term of two years. The Deputy Chair takes office at the conclusion of the Board meeting at which the Deputy Chair is elected.

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

A Director may continue to hold office as a Director beyond the tenure otherwise permitted by article 8.4 for the purpose of serving as Deputy Chair, subject to the maximum period of Director service specified in article 8.4.

If the Chair ceases to be a Director, then the Deputy Chair assumes the position of Chair until the next Board 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,[7] the office of a Director becomes vacant if the Director:

a) dies;

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 Board without leave of absence from the Board.

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 present at the meeting, whether or not that director is present at the general meeting.

8.10 Meaning of "consecutive"

For the purposes of this article 8, terms will be consecutive if the period between them is three years or less.

9 Powers and duties of the Board

9.1 Board to manage Australian Medical Council

The Board is 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 ACNC Act, the Corporations Act[8] or by this Constitution, required to be exercised by the Australian Medical Council in general meeting.

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[7] 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.

[8] 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 the Board

Without limiting article 9.1, the Board 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 Board must ensure minutes of meetings are made and kept according to the ACNC Act.

10 Proceedings of the Board

10.1 Meetings of the Board

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

10.2 Chair or Deputy Chair may convene a meeting

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

10.3 Chair to chair at meetings of the Board

The Chair is entitled to chair meetings of the Board. If the Chair 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 Chair; or

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

10.4 Questions decided by majority

Unless a 75% majority is required, questions arising at a meeting of the Board 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

The quorum for a meeting of the Board is the next whole number greater than one-half of the total number of Directors, provided that at least one Aboriginal and/or Torres Strait Islander or Māori Director is present and counted in the quorum.

A Director is present for quorum purposes if they participate in the meeting in person or by any technology permitted under this Constitution or applicable law.

A person who is not entitled to participate in consideration of, or vote on, a matter because of a conflict of interest is not counted for quorum for that matter.

10.6 Effect of vacancy

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

10.7 Use of technology for meetings

A Board meeting may be called or held using any technology approved by the Board. The approval may be a standing one.

10.8 Circulating resolutions

The Directors may pass a resolution without a Board meeting being held if a document containing the resolution, of which notice has been given to all Directors, is signed by the required number of Directors who are entitled to vote on the resolution (being at least a quorum) 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.

An email from a Director's email address signifying assent to the resolution and either setting out its terms or otherwise identifying those terms is deemed to be a document signed by the Director.

10.9 Validity of acts of the Board

All acts done at a meeting of the Board or of a committee established by the Board, 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

11.1 When permitted

Subject to complying with the ACNC Act and the Australian Charities and Not-for-profits Commission Governance Standard regarding disclosure of and voting on matters involving material personal interests, a Director may:

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 benefit accruing to the Director; and

b) without affecting the validity of any contract or arrangement.

12 Committees

12.1 Establishment of committees, forums and advisory bodies

The Board must establish the following committees, forums and advisory bodies:

a) Finance, Audit and Risk Management Committee

b) Nominations Committee

c) Remuneration Committee

d) Aboriginal and/or Torres Strait Islander and Māori Committee

e) Advisory Forum

f) Medical School Accreditation Committee

g) Prevocational Standards Accreditation Committee

h) Specialist Education Accreditation Committee

i) Assessment Committee.

The Board may establish any other committee, subcommittee, forum, working group, advisory body or other body it considers necessary or expedient for the purposes of the Australian Medical Council.

The Board may discontinue, amend or rename any committee, subcommittee, forum, working group, advisory body or other body established under this article 12.1, other than a body referred to in paragraphs (a) to (e).

12.2 Terms of Reference

Each committee, forum or advisory body established under article 12.1 must operate under Terms of Reference set by the Board.

12.3 Board authority and delegation

a) Subject to the ACNC Act, the Corporations Act and this Constitution, the Board may delegate powers, functions and responsibilities to any committee, forum or advisory body established under article 12.1.

b) A delegation under article 12.3 may be made on the terms and conditions determined by the Board.

c) The Board remains responsible for the oversight of each committee, forum or advisory body established under article 12.1, including any matter delegated to that body.

d) A committee, forum or advisory body must not exercise any power or authority beyond that conferred by this Constitution, the Board, or its Terms of Reference.

12.4 Membership and appointment

a) The Board may appoint, reappoint, remove or replace members of any committee, subcommittee, forum, working group, advisory body or any other body established under article 12.1, except to the extent otherwise provided by this Constitution.

b) The Board will appoint the Chair of each committee established under article 12.1, except to the extent otherwise provided by this Constitution or the Terms of Reference.

c) The Board may provide in the Terms of Reference that members of a committee, subcommittee, forum, working group or advisory body may be appointed by another committee, the chair of the relevant body, the Chief Executive Officer, or another person or body.

d) The Board may provide in the Terms of Reference that the chair or co-chairs of a forum, working group or advisory body may be appointed by the Board, by the relevant body, or by another person or body.

12.5 Operation

a) Each committee, forum or advisory body established under article 12.1 must conduct its proceedings in accordance with this Constitution, its Terms of Reference, and any applicable Board-approved charter, policy, framework or procedure.

b) The Board may give directions to any committee, forum or advisory body established under article 12.1, except to the extent that doing so would be inconsistent with the ACNC Act, the Corporations Act, this Constitution, or any regulatory or legal requirement applying to the Australian Medical Council.

13 Staffing

13.1 Secretary

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

13.2 Suspension and removal of Secretary

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

13.3 Chief Executive Officer

The Board 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 13.4 and on such other terms (including remuneration) as it thinks 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.

13.4 Period of appointment of Chief Executive Officer

A person appointed under article 13.3(a) holds office as Chief Executive Officer, until the earliest of:

a) 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;

b) the removal or dismissal of the person from the office of the Chief Executive Officer according to article 13.3(c).

13.5 Title

The Board may from time to time vary the title of the office to which a person is appointed under article 13.3(a).

13.6 Powers, duties and authorities

Without limiting article 13.3(a), a person appointed under that article:

a) is entitled to attend all Board and general 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 Board and all other committees, subcommittees and working parties;
   ii. collecting and maintaining such statistics and information as the Board 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.

14 Audit and accounts

14.1 Requirement to keep accounts

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

14.2 Accounts to be audited

The Board must cause the accounts of the Australian Medical Council to be audited in accordance with the requirements of the ACNC Act or otherwise as required by law.[9]

14.3 Annual report

The annual report, including the audited financial statements, must be circulated to Members as required by law.

15 Inspection of records

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.

16 Winding up

16.1 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

b) 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.

[9] 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.

16.2 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.

17 Service of documents and Notice to Members

17.1 Written notice or any communication under this Constitution may be given to a Member

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) 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.

17.2 When notice is taken to be given

A notice:

a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;

b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;

c) sent by email or other electronic method, is taken to be given on the business day after it is sent; and

d) given under article 17.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

18 Indemnity and insurance

18.1 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:[10]

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.

18.2 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:[11]

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.

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[10] 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.

[11] 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 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.

19 Definitions and interpretation

19.1 Definitions

In this Constitution unless the contrary intention appears:

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Commonwealth).

Australian Medical Council means Australian Medical Council Limited.

Board means all or some of the Directors acting together.

Chair means the person elected as Chair under article 8.6 or acting as Chair under article 8.7.

Chief Executive Officer means the person appointed under article 13.3(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 Chair means the person elected as Deputy Chair under article 8.7.

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

Member means a Member of the Australian Medical Council as specified in article 4.1 and **Membership** has a corresponding meaning.

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 Board to perform all or any of the duties of a secretary of the Australian Medical Council, as specified in article 13.1.

State means a State of the Commonwealth of Australia.

Territory means the Australian Capital Territory and the Northern Territory.

19.2 Interpretation

In this Constitution unless the contrary intention appears:

a) the Preamble and Guiding Principles are not operative provisions of this Constitution but may be used to guide interpretation of the Constitution;

b) the word person includes a firm, a body corporate, an unincorporated association or an authority;

c) the singular includes the plural and vice versa;

d) 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;

e) a reference to writing includes typewriting, printing, email, and other modes of representing or reproducing words in a visible form; and

f) 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.

19.3 ACNC Act and Corporations Act

In this Constitution unless the contrary intention appears, 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 ACNC Act, or the Australian Charities and Not-for-profits Commission Governance Standard, the same meaning as in that provision of the Corporations Act, the ACNC Act, or the Australian Charities and Not-for-profits Commission Governance Standard as applicable.

19.4 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.

19.5 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.

19.6 Headings and footnotes

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

19.7 Powers

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

20 Transitional Provisions

20.1 Appointment of Directors

As a transitional measure, the following persons who held the office of Director of the Australian Medical Council immediately prior to the amendments made to this Constitution, including this article, are appointed as Directors for a term expiring on the date or event shown against their name:

Prof P Reid	Annual General Meeting 2027
Prof G McColl	Annual General Meeting 2028.
Mr T Symonds	Annual General Meeting 2028. Eligible for re-appointment.
Dr T Kimpton	Annual General Meeting 2028. Eligible for re-appointment.
Dr E Rushbrook	Annual General Meeting 2028. Eligible for re-appointment.

These appointments are deemed to comply with the requirements of article 8, and are made regardless of the length of time served by any of those persons prior to the amendments made to this Constitution.

For the purposes of article 8.4 (and the consecutive-service provision), service as a Director before 26 October 2026 is not counted.

Each other person who held the office of Director of the Australian Medical Council immediately prior to the amendments made to this Constitution including this article ceases to be a Director and a Member.

20.2 Continuation of Committees

The committees established by the Board (including but not limited to the committees referred to in article 12.1 (a) to (i) inclusive) prior to the amendments made to this Constitution including this article, and their chairs and other members are continued.

20.3 Expiry of this article 20

This article 20 expires and ceases to have effect on 1 January 2029.

21 Record of Constitutional Amendments

Amendment Date	Meeting	Summary of amendments
13 June 2008	Special General Meeting	Passed Constitution of Australian Medical Council Limited Pages 29 – 36 of the original (13 June 2008) Constitution contain the names, addresses and signatures of each of the initial Members of the Australian Council Limited.
16 July 2008		Company Registered Australian Company Number: 131 796 980 Australian Business Number: 97 131 796 980
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 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 Changes to articles 1, 2, 4, 5, 8, 12, 14, 17, 18, 19, 25, 27
24 November 2017	Annual General Meeting	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).
14 June 2019	General Meeting	Passed Amended Constitution of the Australian Medical Council Limited to amend 4.2 (membership); 11.2(a) (typographical correction); 8.2(d), 8.2(e), 8.7, 12.1(h) (addition of Aboriginal, Torres Strait Islander and Māori Committee); 16 (addition of Aboriginal, Torres Strait Islander and Māori Committee). (Note: no change as historical reference)
29 November 2019	Annual General Meeting	Amendment to remove ex office position under 4.2(i)

Amendment Date	Meeting	Summary of amendments
12 June 2020	General Meeting	Passed Amended Constitution of the Australian Medical Council Limited to amend 2 Objects (b,c,j), 4 Membership, 4.8 Revocation of nomination, 5.3 Period of notice of general meeting, 5.6 Members' resolutions, 5.9 Directors entitled to attend general meetings, 5.13 Notice period for postponed general meeting, 6.6 Appointment and powers of chair of general meeting, 6.8 Notice of adjourned meeting, 8.2(e) Directors, 8.3 President, 10.7 Circulating Resolutions, 10.8 Use of technology for meetings, 12.3(d) Vacation of Office, 13.5, 14.5, 15.5 and 16.5 Quorum, 13.4, 14.4, 15.4 and 16.4 Term of office, 15.1 Formation of Specialist Education Accreditation Committee, 20.3. 27.1 Definitions and 27.3 (inclusion of ACNC Act and update of references as required). Grammatical amendments and removal of explanatory notes for previous changes not affecting intent.
12 May 2023	General Meeting	Amended all references to "Aboriginal, Torres Strait Islander" to "Aboriginal and/or Torres Strait Islander". (Font and formatting updated)
17 May 2024	General Meeting	Inclusion of two new Member positions (IMGs) at 4.2a xiii and ix; amendment of Objects to include 'endorsement of registration' at 2(c) and 2(d); and a new Object (k) to provide clarity on the AMC's role to accredit CPD homes.
26 October 2026	Special General Meeting	Passed amended Constitution to implement the Governance and Constitution Review, including revised Objects; a skills-based Board and Directors-as-Members model; revised Director appointment, composition and tenure arrangements; establishment of the Nominations Committee, Remuneration Committee and Advisory Forum; revised Aboriginal and/or Torres Strait Islander and Māori governance provisions; consolidated committee arrangements; and transitional and consequential amendments.

Note: *Article references in this table are to the Constitution as numbered at the time of the relevant amendment.*