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*Corporations Act 2001 (Cth)*

A Company limited by guarantee

**Constitution of The  
Queensland Branch of  
Australian Medical  
Association Limited  
(ACN 009 660 280)**

Approved by members at the  
Extraordinary General Meeting  
on 12 November 2016

# Constitution of The Queensland Branch of Australian Medical Association Limited

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# Constitution of The Queensland Branch of Australian Medical Association Limited

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*Corporations Act 2001 (Cth)*  
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## Constitution of The Queensland Branch of Australian Medical Association Limited (ACN 009 660 280)

### 1. Preliminary

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#### 1.1. Replaceable rules

All of the replaceable rules set out in the Act which the Company is entitled to displace, are displaced by the rules set out in this Constitution.

#### 1.2. Definitions

The following expressions in this Constitution have the meaning below:

- (a) *Act* means the *Corporations Act 2001 (Cth)* or any statutory modification, amendment or re-enactment in force and any reference to any section, part or division is to that provision as so modified, amended or enacted;
  - (b) *Auditor* means the auditor for the time being of the Company;
  - (c) *Board* means the board of Directors of the Company;
  - (d) *CEO* means the Chief Executive Officer of the Company, from time to time, appointed by the Directors under **rule 9**;
  - (e) *Company* means The Queensland Branch of Australian Medical Association Limited ACN 009 660 280;
  - (f) *Constitution* means this constitution of the Company and any supplementary, substituted or amended constitution for the time being in force;
  - (g) *Director* means any person formally and lawfully appointed as a director of the Company;
  - (h) *Members* means the persons who for the time being are members of the Company means and whose names are entered in the Register as members, *Member* means any one of them and *Membership* has a corresponding meaning;
  - (i) *Office* means the registered office from time to time of the Company;
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- (j) *Register* means the register of Members of the Company to be kept in accordance with the Act;
- (k) *Secretary* means any person appointed to perform the duties of a secretary of the Company; and
- (l) *State* means the State of Queensland.

## 1.3. Interpretation

- (a) Words importing the singular include the plural and vice versa.
- (b) Words importing a gender include any gender.
- (c) Words or expressions defined in the Act have those meanings.
- (d) Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of these rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (e) Headings are for convenience only, and do not affect interpretation.
- (f) A reference to:
  - (i) a party includes its administrators, successors, substitutes by novation, and assigns;
  - (ii) any legislation includes legislation varying consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation;
  - (iii) a person includes a body incorporated or unincorporated, partnership or any legal entity;
  - (iv) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated; and
  - (v) a reference to “in writing” includes electronic transmission.

## **2. Company**

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### **2.1. Company limited by guarantee**

The Company is a company limited by guarantee pursuant to the Act.

### **2.2. Restriction on shares**

The Company does not have the power to issue or allot shares or securities of any kind.

### **2.3. Non-profit**

- (a) The income, property, profits and financial surplus of the Company, whenever derived, must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.
- (b) The Company is a non-profit organisation and must not carry on business for the purpose of profit or gain to its Members.
- (c) Nothing in this Constitution prevents:
  - (i) the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Company, or to any Member or the Board of the Company, in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business;
  - (ii) the payment of interest at the rate not exceeding interest at the minimum rate for the time being charged by the Company's bankers for overdrawn accounts of a similar amount on money borrowed from a Director or a Member; or
  - (iii) payment of reasonable and proper rent for premises let by any Director or Member to the Company.

### **2.4. No distribution of profits to Members on winding up**

- (a) If the Company is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities are to be given or transferred to some other institution or institutions:
  - (i) having objects similar to the objects of the Company; and

- (ii) whose constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by this Constitution.
- (b) The Directors may determine the identity of the institution or institutions for the purpose of **rule 2.4(a)** at the time of dissolution. If the Directors fail to determine the identity of the institution or institutions under this **rule 2.4(b)**, the Supreme Court of Queensland may make that determination.

### 3. Guarantee of Members

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In the event that the Company is wound up, each Member (except an Honorary Member or an Associate Member) undertakes to contribute a maximum of \$10 to the Company for payment of:

- (a) the debts and liabilities of the Company;
- (b) the costs, charges and expenses of any winding up; and
- (c) the adjustment of the rights of Members among themselves,

while the Member is a Member or within one (1) year after the Member ceases to be a Member.

### 4. Objects of the Company

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The objects for which the Company is established are to:

- (a) to promote, protect and advance the medical and associated sciences in Queensland;
- (b) to maintain the honour and interests of the medical profession;
- (c) form a fellowship among members of the medical profession in Queensland and a medium through which their opinions can be ascertained or expressed;
- (d) to advance the general and social interests of the medical profession;
- (e) to settle disputed points of practice and to decide questions of professional usage and courtesy;

- (f) to maintain the tradition and integrity of the medical profession;
- (g) to consider originate and promote improvements in laws relating to the medical profession or to the medical or associated sciences and to support oppose or petition Parliament about those laws and to take steps and proceedings as may be necessary; and
- (h) to do any other lawful things that are incidental to and conducive of promoting, protecting and advancing the interests of the medical profession, including providing for innovation and flexibility.

## **5. Legal scope of the Company's powers**

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Subject to **rules 2, 3, 4 and 6**, in pursuing the objects of the Company, the Company has, both within Australia and outside Australia, the legal capacity of a natural person and all the powers provided by the Act.

## **6. Income and property**

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### **6.1. Application of income and property**

The income and property under the control of the Company must be applied in and towards the promotion and achievement of the objects of the Company as set out in this Constitution, and no portion will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the Members or Directors.

### **6.2. Travel expenses for Directors**

Notwithstanding **rule 6.1**, the Company may pay in good faith reasonable travelling and other expenses properly incurred by any Director or member of a committee of the Company in accordance with any travel guidelines the Board may establish or otherwise in connection with the business of the Company.

## **7. Membership**

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### **7.1. Number of Members**

There must be at least one (1) Member.

### **7.2. Application for Membership**

- (a) Every person wishing to be a Member of the Company (excluding Honorary Members and Associate Members) must apply for Membership in writing addressed to the Company.
- (b) The application must be in the form approved by the Board and include a requirement for the person wishing to be a Member to agree to observe the principles stated in the Declaration of Geneva and the AMA Code of Ethics.
- (c) A Member must give the Company written notice of the change to any information recorded in the register .

### 7.3. Admission to Membership

- (a) The Directors must consider an application for membership of the Company and, if the Directors admit a person to membership, that person will be a Member of the Company and will be bound by this Constitution. The decision of the Directors regarding admission to membership is final.
- (b) Any person becoming a Member of the Company must pay to the Company the then current membership fee (if any).

### 7.4. Categories of Members

The Board must establish the following categories of Membership:

- (a) Ordinary Members being an individual normally resident or who has been resident within the State who is a registered medical practitioner and is of a standard and character expected of the profession (as determined by the Board acting reasonably) An Ordinary Member has the right:
  - (i) to receive notice of and to attend and speak at general meetings;
  - (ii) to vote at general meetings; and
  - (iii) to be appointed a director of the Company or to be appointed as a Member of a Committee of the Company.
- (b) Medical Student Member who must be a medical student resident in the State and is generally of a standard and or character expected of the profession (as determined by the Board acting reasonably).



A Medical Student Member has the right to receive notice of and to attend and to speak at general meetings but may not act as a director of the Company or to vote at a general meeting.

- (c) Honorary Member who must be a medical practitioner appointed by the Board who has given honourable and/or substantial service to the medical profession in the State.

An Honorary Member has the right to receive notices of to attend and speak at meetings of the Company but may not vote and may be appointed as a director of the Company

- (d) Associate Member who must be a person appointed by the Board who is not a medical practitioner and who has given honourable and/or substantial service to the medical profession in the State.

An Associate Member has the right to receive notices to attend and speak at meetings of the Company but may not vote and may be appointed as a skill based director of the Company under **rule 13.7**.

## 7.5. **Board may establish further categories of Members**

The Board may:

- (a) establish further categories of Membership in addition to those set out in **rule 7.4**; and
- (b) prescribe the qualifications, rights and privileges and membership fees (if any) of persons to become a Member of a category of Membership,

provided that such new category of Membership has a right to receive notice of to attend and speak at a General Meeting but no right to vote at the meeting.

## 7.6. **Register of Members**

- (a) Each Member is required to provide to the Company details of an address in Australia where the Company can send notices.
- (b) If a Member fails to provide an address in accordance with **rule 7.6(a)**, the address of the Member is deemed to be the Office.

## 7.7. **Membership Fees**

- (a) Each Ordinary Member must pay to the Company an annual membership fee.
- (b) Honorary Members and Associate Members are not required to pay a membership fee to the Company.
- (c) The Board may, in its discretion on written application from a Member, reduce or waive the membership fee in any year.
- (d) The amount of the membership fee will be determined by the Board each year and maybe a different amount for each class of Membership or for different categories of Ordinary Member.
- (e) If any membership fee of a Member remains unpaid, the Member will be debarred from all privileges of membership.

## 7.8. **Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) subject to the Act and this Constitution, terminates on cessation of the person's Membership.

## 7.9. **Cessation of Membership**

- (a) A Member ceases to be a Member if they:
  - (i) die;
  - (ii) resign in writing effective from the latter of the date of the notification or the date specified in the notification of resignation;
  - (iii) are convicted of an indictable offence; or
  - (iv) are a corporate entity and have a receiver or a receiver and manager, administrator, liquidator or equivalent person appointed in relation to its assets or part of its assets or a resolution is passed or it takes or has taken against it any action having the effect of its winding up.

- (b) The Board may terminate the Membership of a person if:
  - (i) the person fails to pay membership fees by the due date for payment;
  - (ii) if the Board becomes aware that a Member has ceased to meet the eligibility requirements to be a Member of the Company or has failed to observe the principles stated in the Declaration of Geneva or the AMA Code of Ethics;
  - (iii) if the Board by a 75% majority vote of those Directors present at the meeting resolve to expel, fine, suspend or censure a Member on the ground that the conduct of the Member:
    - (A) is detrimental to the honour and/or interests of the medical profession or of the Company or is calculated to bring the profession or the Company into disrepute or contempt;
    - (B) has contravened the custom of the medical profession;
    - (C) has contravened the AMA Code of Ethics as published from time to time; or
    - (D) the Member refused to comply with this Constitution or refused to comply with or has committed a breach of the provisions of this Constitution.;

At least twenty-one (21) days' written notice of a motion to expel, fine, suspend or censure a Member must be given to the Member setting out details of the alleged conduct. The Member must be given an opportunity to address the Board either orally in a presentation of no more than 15 minutes or in writing in a submission of no more than 1,000 words.

The decision of the Directors having considered the submissions of the Member is final.

## 7.10. Effect of cessation

A Member who ceases to be a Member continues to be liable for:

- (a) any membership fees and all arrears due and unpaid at the date of cessation;
- (b) all other moneys due by them to the Company; and

- (c) the guarantee set out in **rule 3**.

## **8. Rights and obligations of Members**

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### **8.1. Amount of fees and subscriptions payable**

Annual membership fees for the various categories of Membership (if any), and other periodical payments due from Members will be in such amounts and due at such times as the Board determines.

### **8.2. Variation of rights of Members**

The rights attached to any specific category of Membership (if any) may, whether or not the Company is being wound up, be varied only by resolution of the relevant Membership category.

## **9. CEO**

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### **9.1. Appointment of CEO**

The Board may appoint a CEO either for a specified term or without specifying a term. The CEO must not also be a Director or a Member.

## **10. Financial reports and audit**

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### **10.1. Company must keep financial records**

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the Auditor to inspect those records at all reasonable times.

## 10.2. **Financial reporting**

The Board must cause the Company to prepare a financial report and a directors' report that comply with the Act and must report to Members in accordance with the Act no later than the deadline set by the Act.

## 10.3. **Audit**

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the Auditor are regulated by the Act.

## 10.4. **Conclusive reports**

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within three (3) months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

## 10.5. **Inspection of financial records and books**

A Member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or as specified in the Act.

## 11. **General meetings**

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### 11.1. **Annual General Meetings**

An annual general meeting of the Company must be held in accordance with the provisions of the Act.

### 11.2. **Convening of meetings by Members**

The Directors must call and arrange to hold a general meeting upon the requisition of the Members, if required to do so under the Act.

### 11.3. **Notice of general meeting**

- (a) The Secretary must give notice of a general meeting, at least twenty-one (21) days before the date fixed for the holding of a general meeting.

- (b) A notice of a general meeting may be given by any form of communication permitted by the Act. The notice must specify the place, the day and the hour of meeting and if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Act.
- (c) The accidental omission to give notice of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

#### 11.4. Quorum at general meetings

- (a) Business may not be transacted at a general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as otherwise set out in this Constitution, nine (9) Ordinary Members of the Company present in person is a quorum.
- (b) If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chair, one of the following procedures must be followed:
  - (i) if the meeting was convened on the requisition of Members – it must be dissolved;
  - (ii) if the meeting is convened otherwise – it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Directors.
- (c) If a meeting has been adjourned to another time and place determined by the Directors, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

#### 11.5. Appointment of chair

- (a) If a chair of the Directors meetings is appointed in accordance with this Constitution to chair their meetings, that person is entitled to preside as the chair at every general meeting and if:
  - (i) a Director has not been appointed as the chair of Directors' meetings;

- (ii) the chair is not present within 10 minutes after the time appointed for the holding of the meeting; or
- (iii) the chair is unwilling or unable to act  
the following persons will be appointed as chair in the following order of precedence:
  - (A) the President;
  - (B) the Vice President;
  - (C) a Director appointed by a vote of the Directors present at the meeting;
  - (D) the sole Director present at the meeting; or
  - (E) an Ordinary Member appointed by the Ordinary Members present at the meeting.

## 11.6. Chair's powers

Subject to the terms of this Constitution dealing with adjournment of meetings, rulings of the chair on all matters relating to the order of business, procedure and conduct of the general meeting are final and no motion of dissent from a ruling of the chair may be accepted.

## 11.7. Adjournment of meetings

- (a) The chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and place.
- (b) The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except when a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 11.8. Voting on show of hands or voice

- (a) At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands or by voice unless a poll is demanded before that vote is taken or before the result is declared or immediately after the result is declared.
- (b) If a poll is not duly demanded, 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 Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## 11.9. Demand for a poll

- (a) A poll may be demanded by any of the following:
  - (i) the chair;
  - (ii) at least five (5) Members entitled to vote on the resolution; or
  - (iii) any Members with at least 5% of the votes that may be cast on the resolution on a poll.
- (b) The demand for a poll may be withdrawn.
- (c) The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.
- (d) If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- (e) A poll demanded on the election of the chair or on a question of adjournment must be taken immediately.



## 11.10. **Voting rights of Members**

- (a) Subject to any rights or restrictions for the time being attached to a category or categories of Membership (if any), on a show of hands every Ordinary Member present or who represents an Ordinary Member has one vote.
- (b) Subject to any rights or restrictions for the time being attached to a category or categories of Membership (if any), on a poll every Ordinary Member present in person or by proxy, attorney or representative has one vote.

## 11.11. **Chair's vote at general meetings**

The chair of a general meeting is not entitled to a second or casting vote and in the event of an equality of votes, the resolution is taken to be rejected.

## 11.12. **Objections to voter qualification**

No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered. An objection to the qualification of a voter must be referred to the chair, whose decision is final. A vote not disallowed according to an objection as provided in this Constitution is valid for all purposes.

## 12. **Proxies and representatives**

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### 12.1. **Proxies and representatives of Members**

At meetings of Members or categories of Members (if any), each Member entitled to vote may vote by a proxy, or by an attorney, and may appoint an individual as its representative. Except as expressly provided by the terms of their appointment, a person attending as a proxy, or as the attorney or representative of a Member has all the powers of a Member, except where expressly stated to the contrary in this Constitution.

### 12.2. **Appointment of proxies**

A Member may appoint a person as their proxy to attend and vote instead of the Member. A proxy must be an Ordinary Member. A document appointing a proxy must be in writing in any form permitted by the Act and signed by the Member making the appointment.

## 12.3. Authority of proxies

A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document. Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Member can do in respect of a general meeting.

## 12.4. Verification of proxies

- (a) Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, all of the following documents must be deposited with the Company:
  - (i) the document appointing the proxy; and
  - (ii) if the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- (b) Those documents must be received at the Office, at a fax number at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting.
- (c) If a general meeting has been adjourned, an appointment and any authority received by the Company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.

## 12.5. Validity of proxies

A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this Constitution.

## 12.6. Revocation of appointment of proxy

A vote given in accordance with the terms of a proxy document, power of attorney or otherwise is valid, if no intimation in writing of the revocation of the instrument or of the authority under which the instrument was executed has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the document is used.

## 13. Directors

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### 13.1. Number of Directors

The Board must have at least five (5) and up to eight (8) Directors. The Board must consist of the following:

- (a) the President;
- (b) the Vice President;
- (c) the Chair;
- (d) up to five (5) Directors appointed at the General Meeting; and
- (e) unless five (5) Directors have been appointed under **rule 13.1(d)**, up to two (2) skills based Directors appointed by the Board.

### 13.2. Qualification

- (a) Neither the Auditor of the Company for the time being nor any partner or employee of the Auditor is eligible to act as a Director.
- (b) No person may hold or be appointed to more than one position on the Board at one time.
- (c) Each Directors, other than a skills based Director, must be a medical practitioner and an Ordinary Member or an Honorary Member of the Company.

### 13.3. Casual Vacancy

- (a) Subject to the Constitution and the Act, the Board may appoint a person to fill a casual vacancy as a Director at any time except during a general meeting. Any Director so appointed:
  - (i) automatically retires at the next annual general meeting and is eligible for re-election by that general meeting; and
  - (ii) is not taken into account in deciding the rotation or retirement of at that general meeting.

The term from the appointment of the person to fill the casual vacancy is until the next General Meeting and that term is taken to be the first term for that Director for the purposes of **rule 13.6**.

- (b) Subject to the Constitution and the Act the Board must appoint the following persons to fill the following casual vacancies at any time except during the General Meeting:
- (i) the Board must appoint the Vice-President to fill a casual vacancy in the position as a President;
  - (ii) the Board must fill the casual vacancy for Vice-President from the members of the AMA Queensland Council; and
  - (iii) the Board must fill a casual vacancy for the Chair from the Member appointed Directors.

The term of the appointment of the person to fill the casual vacancy is until the next Annual General Meeting and that term is taken to be the first term or first year (as applicable) for that director for the purposes Rule 13.6.

## 13.4. **Appointment of the Directors**

- (a) Subject to this Constitution and the Act, the Members may elect:
- (i) the President;
  - (ii) the Vice President;
  - (iii) the Chair; and
  - (iv) up to five (5) Directors
- by ordinary resolution.

## 13.5. **Eligible candidates**

The Company in general meeting cannot validly elect a person as a Director unless:

- (a) the person retires under **rule 13.6** and seeks re-election; or

- (b) the Company receives both:
  - (i) a nomination of the person by at least two (2) Ordinary Members (other than the person); and
  - (ii) a consent to act as a director signed by the person.

The Company must notify Ordinary Members of every candidate for election as a Director at least 7 days before the relevant general meeting.

## 13.6. Term of the Directors

- (a) The President commences in that position from the close of the Annual General Meeting at which they are elected and continues until the close of the next Annual General Meeting at which time they cease to be President but becomes Past President. The President may be re-elected for up to a maximum of two (2) consecutive years in the position of President but may not be elected or appointed to another Board position within 12 months after ceasing to be President.
- (b) The Vice President commences in that position from the close of the Annual General Meeting at which they are elected and continues until the close of the next Annual General Meeting at which time they cease to be Vice President. The Vice President may be re-elected for up to a maximum of two (2) consecutive years in the position of Vice President or to be elected to another Board position if they otherwise meet all applicable eligibility requirements and are renominated for election.
- (c) The Chair commences in that position from the close of the Annual General Meeting at which they are elected and continues until the close of the second Annual General Meeting at which time they cease to be Chair. The Chair may be re-elected for up to a maximum of three (3) consecutive terms of two (2) years each in the position of Chair or to be elected to another Board position if they otherwise meet all applicable eligibility requirements and are renominated for election.
- (d) The Member Appointed Director commences in that position from the close of the Annual General Meeting at which they are elected and continue until the close of the second Annual General Meeting at which time they cease to be Director. The Director may be re-elected for up to a maximum of three (s) consecutive terms of two (2) years each in the position of Director or to be elected to another Board

position if they otherwise meet all applicable eligibility requirements and are renominated for election.

- (e) Skills Based Directors commence in that position from the close of the Annual General Meeting after the Board meeting at which they are appointed and continue until the close of the second Annual General Meeting at which time they cease to be Skills Based Directors. The Skills Based Directors may be re-appointed by the Board for up to a maximum of three (3) consecutive terms of two (2) years each in the position of Skills Based Directors.

## 13.7. Selection of Skills Based Directors

- (a) The Skills Based Directors must be appointed by the Board prior to the Annual General Meeting having consideration of the skills required by the Board including but not limited to:
  - (i) accounting and finance;
  - (ii) legal and corporate governance;
  - (iii) research and development/technology transfer;
  - (iv) public/private investment and sectoral experience; and
  - (v) business development and marketing
- (b) A Skills Based Director may but need not be a Member of the Company.
- (c) A Skills Based Director may not vote on a resolution to extend the term or re-appointment of that Director.

## 13.8. Time of retirement

A Director's retirement under **rule 13.6** takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

## 13.9. Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a director;

- (b) becomes disqualified from managing corporations under the Act and is not given permission or leave to manage the Company under the Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend three (3) consecutive Board meetings without having received a leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) ceases to hold qualification in respect of the skill for which a Skills based Director was appointed; or
- (g) is removed from office under **rule 13.10**.

## 13.10. Removal from office

Whether or not a Director's appointment was expressed to be for a specified period the Members by special resolution may remove a Director from office. The powers to remove a Director under this **rule 13.10** are in addition to the Act.

## 13.11. Too few Directors

If the number of Directors is reduced below the minimum required by **rule 13.1**, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of Members; and
- (c) in emergencies.

## 14. Powers and proceedings of Directors

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### 14.1. Powers of Directors

Subject to this Constitution, the Directors may exercise all those powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting or otherwise.

## 14.2. Convening of Directors' meetings

A Director may at any time, and the Secretary must on the request of a Director, convene a meeting of the Directors. Reasonable notice of the proposed meeting must be given.

## 14.3. Mode of meeting for Directors

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

## 14.4. Quorum at Directors' meetings

- (a) At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is four (4).
- (b) If the number of Directors is reduced below the number necessary for a quorum of Directors, the continuing Director or Directors may act only to appoint additional Directors to the number necessary for a quorum or to convene a general meeting of the Company.
- (c) If a quorum is not present within 30 minutes after the time appointed for a Directors' meeting or any longer period of time as the Chair may allow, the Directors' meeting:
  - (i) is adjourned to be resumed at a day time and place (or places) as the Chair determines or if the Chair is not present as the Directors of the meeting may determine; or
  - (ii) if the Directors do not so determine:
    - (A) the date for resumption of the adjourned Directors meeting will be the same day in the next week;
    - (B) the time for the resumption of the adjourned Directors meeting will be at the same time as the adjourned meeting; and
    - (C) the place (or places) for the resumption of the adjourned Directors meeting will be at the same place (or places) as the adjourned meeting.



## 14.5. **Voting at Directors' meetings**

Questions arising at a meeting of Directors must be decided by a majority of votes of Directors present and voting. A decision of the majority is for all purposes a decision of the Directors.

## 14.6. **Appointment of chair**

The Members will appoint the Chair who will act as chair of Directors' meetings. If the Chair has not been elected, or if at any meeting the Chair is not present within 10 minutes after the time appointed for holding the meeting or is unwilling or unable to act, the President, or failing the President, the Vice-President will chair the meeting.

## 14.7. **Chair's vote at Directors meetings**

Subject to the Act, in case of an equality of votes on a resolution at a meeting of Directors, the Chair has no casting vote on that resolution and the resolution is taken to be rejected.

## 14.8. **Powers and duties of President, Vice President and Past President**

- (a) The duties of the President are:
  - (i) to be the chief member of the Board and to provide leadership and direction for the Board; and
  - (ii) represent the Company and undertake public and official roles on behalf of the Company and the Board.
  
- (b) The duties of the Vice President are to:
  - (i) assist the President as required; and
  - (ii) assist the President to represent the Company and undertake public and official roles on behalf of the Company and the Board as required by the President.
  
- (c) The duties of the Past President is to assist and advise the President as required but the Past President is not a Director, may only attend Directors meetings at the request of the President and may not vote at a Directors meeting.

## 14.9. Director not in breach if acts in matters relating to Director's interests

- (a) If a Director has an interest or duty in relation to a matter that:
  - (i) is not a material personal interest; or
  - (ii) is a material personal interest in relation to the Company's affairs and the Director:
    - (A) has complied with the requirements of the Act in relation to disclosure of the nature and extent of the interest and its relation to the Company's affairs before acting in a matter that relates to the interest; and
    - (B) may be present and vote on the matter under the Act.

then the Director:

- (iii) is not in breach of their duty to the Company merely because they act in matters that relate to the Director's interest;
- (iv) may vote on matters that relate to the Director's interest; and
- (v) in relation to any transactions that relate to the Director's interest:
  - (A) the transactions may proceed;
  - (B) the Company cannot avoid the transactions merely because of the Director's interest; and
  - (C) the Director may retain benefits under the transactions despite the Director's interest.

## 14.10. Director not in breach if does not act in matters relating to Director's interests

- (a) If a Director with a material personal interest in relation to a matter:
  - (i) complies with the requirements of the Act in relation to disclosure of the nature and extent of the interest and its relation to the Company's affairs; but
  - (ii) must not be present and vote on the matter under the Act.

- (b) The Director is not in breach of duty to the Company merely because he or she does not act in relation to the matter.
- (c) The Directors may vote on matters that relate to the Director's interest in the Director's absence.
- (d) In relation to any transaction that relates to the Director's interest:
  - (i) the transaction may proceed;
  - (ii) the Company cannot avoid the transaction merely because of the Director's interest; and
  - (iii) the Director may retain benefits under the transaction despite the Director's interest.

#### 14.11. Execution of instruments

A Director may participate in the execution of an instrument for the Company, regardless of any interest or duty that the Director may have:

- (a) whether or not the Director has complied with the requirements of the Act in relation to disclosure of the nature and extent of the interest and its relation to the Company's affairs; and
- (b) whether or not the Director may be present and vote in relation to the execution of the instrument under the Act.

#### 14.12. Delegation of powers to committee

- (a) The Directors may delegate any of their powers to committees consisting of Directors or any other person (who need not be a Member) as they think fit. The exercise of a power by a committee in accordance with this Constitution is to be treated as the exercise of that power by the Directors. In the exercise of any powers delegated to it, a committee formed by the Directors must conform to the directions of the Directors.
- (b) The Directors must appoint the AMA Queensland Council having representation of Ordinary Members and governed by the terms of reference approved by the Directors. The AMA Queensland Council may include Members appointed for a

particular purpose or for a particular period. The Council must meet at least two (2) times each year

- (c) The Director may appoint such other committees as the Directors determine.

#### 14.13. **Proceedings of committees**

Except as provided in a direction of the Directors, the meetings and proceedings of a committee formed by the Directors must be governed by the provisions of this Constitution, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Directors.

A committee may only make a recommendation to the Board and may not pass a resolution which is binding on the board or the Company.

#### 14.14. **Validity of acts of Directors**

All acts done by 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 later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

#### 14.15. **Minutes**

The Directors must cause minutes of all proceedings of general meetings, of meetings of the Directors and of committees formed by the Directors to be entered in books kept for the purpose. The Directors must cause all minutes to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

#### 14.16. **Resolutions in writing**

- (a) A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Directors passed at a meeting of the Directors duly convened and held.
- (b) A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.
- (c) A document generated by electronic means which purports to be a fax of a resolution of Directors is to be treated as a resolution in writing.

- (d) A document bearing a facsimile of a signature is to be treated as signed.

## **15. Alternate Directors and Emeritus Vice Presidents**

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### **15.1. No Appointment of Alternate Directors**

A Director may not appoint a person to be an Alternate Director in the Director's place.

### **15.2. Appointment of Emeritus Vice Presidents**

- (a) The Board may appoint Ordinary Members whom the Board considers worthy because of their services to the Company to the honorary office of Emeritus Vice President.
- (b) The Emeritus Vice President acts as requested by the President.
- (c) The Emeritus Vice President is not a member of the Board and is not otherwise involved in managing the affairs of the Company or in deciding or implementing policy or rules of the Company.
- (d) An Emeritus Vice President holds office for life unless:
  - (i) they cease to be a Member;
  - (ii) they resign in writing from the position of Emeritus Vice President; or
  - (iii) they are removed by special resolution of the Board.

## **16. Directors' remuneration**

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### **16.1. Directors fees**

The Directors must not be paid fees for their services as a director, unless the Company in general meeting resolves that directors should be paid director's fees and the amount of those director's fees.

## 16.2. Payment for extra services

A Director who is called upon to perform extra services or to make a special exertion or to undertake executive or other work for the Company beyond the Director's ordinary duties may be paid fees for those additional services, exertions or work.

## 17. Confidentiality

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Except with the Board's written consent, no Member or Director may publish or be involved in communicating or publishing in any publication (including in any electronic form):

- (a) any communication between that Member or any other Member and the Company, the Board or a Committee of the Company where the communication relates to a matter under consideration by or has been submitted for the consideration of the Company, the Board or a Committee of the Company; or
- (b) any rule, minute, decision or proceeding of the Company, the Board or a Committee of the Company.

## 18. Indemnity

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### 18.1. Definitions

For the purposes of this Constitution:

- (a) *Officer* means a Director, member of a Committee, a Secretary, an officer as defined by the Act, or the Chief Executive Officer; and
- (b) *Legal Proceedings* means any claim, action, suit or demand, enquiry, Royal Commission or other regulatory investigation, whether civil or criminal, which relates to or arises in connection with the Officer being an officer of the Company or the employment of the Officer with the Company.

### 18.2. Indemnity

Every Officer and past Officer (with the exception of any auditor) of the Company is indemnified by the Company to the fullest extent permitted by law against a liability incurred by that person as an Officer of the Company or a subsidiary of the Company, including without limitation legal costs and expenses incurred in participating or being involved in or in defending Legal Proceedings.

## 18.3. Insurance premiums

The Company may pay the premium on a contract insuring a person who is or has been an Officer of the Company under **Rule 18.2**.

## 19. Notices

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### 19.1. Notices by the Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
  - (i) delivered personally;
  - (ii) sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address; or
  - (iii) sent by fax to the fax number (if any) nominated by that person; or
  - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

### 19.2. Overseas Members

A Member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

### 19.3. When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
  - (i) by 5pm (local time in the place of receipt) on a business day – on that day; or

- (ii) after 5pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day; and
- (b) if it is sent by mail:
  - (i) within Australia – three (3) business days after posting; or
  - (ii) to a place outside Australia – 7 business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

#### 19.4. **Notices to lost members**

If:

- (a) on two (2) or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Company under **rule 19.2**,

the Company may give effective notice to that Member by exhibiting the notice at the Company's Office for at least 48 hours. This rule ceases to apply if the Member gives the Company notice of a new address.

#### 19.5. **Electronic Communication**

If a Member nominates to receive documents by electronic means, the Company may provide the Member with such documents in accordance with the Act. If a document is sent electronically by 5pm on a business day the recipient is taken to have received the notice on that business day.

### 20. **Amendment to Constitution**

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This Constitution cannot be amended, varied or replaced without a special resolution of the Members.