
POSTGRADUATE MEDICAL EDUCATION COUNCIL OF TASMANIA

C o n s t i t u t i o n

20th October 2008

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POSTGRADUATE MEDICAL EDUCATION COUNCIL OF TASMANIA

Constitution

Name & Objectives of the Association

1. The name of the Association is the "Postgraduate Medical Education Council of Tasmania" ('the Council').
2. The objects of the Council are the promotion and supervision of postgraduate education and training of medical staff in Tasmania with the objective of continual improvement in medical knowledge and improvement in medical care for all Tasmanians.
3. In carrying out the objects the Council shall have the following powers, namely
 - (a) the purchase, taking on lease, licence or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Council;
 - (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
 - (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Council;
 - (d) the accepting of any funds, subscriptions, donations of real and personal property and gifts, whether subject to a will, special trust or not, for any one or more of the objects or purposes of the Council;
 - (e) the taking of such steps from time to time as the Council may deem expedient for the purpose of procuring contributions to the funds of the Council, whether by way of donations, subscriptions, or otherwise;
 - (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Council may think desirable for the promotion of the objects and purposes of the Council;
 - (g) the borrowing and raising of money in such manner and on such terms as the Council may think fit or as may be approved or directed by resolution passed at a general meeting;
 - (h) The investment of any moneys of the Council not immediately required for any of its objects or purposes in such manner as the Council may from time to time determine;
 - (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions, which have similar objects to the Council;

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- (j) the establishment and support, or aiding in the establishment and support, of Councils, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Council and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Council and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other Council or trust formed for any of the basic objects of the Council;
- (l) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any Council with which the Council may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Council;
- (m) to make freely available the results of research in postgraduate education and the training of medical staff financed by the Council and wherever possible to publish those results in the scientific press, and to publish periodicals, books, leaflets and other material in whatever form that the Council may think desirable;
- (n) to consider all issues relating to research in the postgraduate education and the training of medical staff health including legislative or other measures affecting such matters;
- (o) to employ such officers and servants as the Council may deem necessary and to pay such remuneration or bonus as the Council may determine as reasonable and proper; and
- (p) the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Council or of any of the powers specified in the foregoing provisions of this sub-rule.

Interpretation

4. In these Rules, unless the contrary intention appears:

‘Act’ means the Associations Incorporations Act 1964 as amended

‘Board of Directors’ means the Board of Directors constituted under rule 21;

‘Chair of the Council’ means the person elected under rule 9;

‘Chair of the Committee’ means the person employed under rule 23;

‘Committee’ means the ‘Committee of the Council’ established under rule 48

‘Council’ means the Postgraduate Medical Education Council of Tasmania.

‘Executive Officer’ means the person employed under rule 24

'Financial year' means a period of 12 months ending on December 31.

'Public Officer' means a person required to act in that capacity in accordance with the Act.

Membership

5. (a) The members of the Council shall be as follows:-
- i) A person nominated by the Secretary of the Department of Health and Human Services or successor;
 - ii) A person nominated by the Medical Council of Tasmania;
 - iii) A person nominated by the Dean of the Faculty of Health Sciences or their successor;
 - iv) A person nominated by Junior Medical Officers through the Tasmanian Salaried Medical Practitioners Society or its successor;
 - v) A clinical representative nominated by the staff association of the Royal Hobart Hospital or its successor;
 - vi) A clinical representative nominated by the staff association of the Launceston General Hospital or its successor;
 - vii) A clinical representative nominated by the staff association of the Northwest General Hospital or its successor
 - viii) A person nominated by the Australian Medical Association or its successor;
 - ix) A person nominated by the Royal Australasian College of Surgeons or its successor;
 - x) A person nominated by the Australasian College for Emergency Medicine or its successor;
 - xi) A person nominated by the Royal Australian College of Physicians or its successor;
 - xii) A person nominated by the Royal Australian College of General Practitioners or its successor;
 - xiii) A person nominated by the Chief Executive Officer of the Royal Hobart Hospital or its successor;
 - xiv) A person nominated by the Chief Executive Officer of the Launceston General Hospital or its successor;
 - xv) A person nominated by the Chief Executive Officer of the Northwest Regional Hospital or its successor;
 - xvi) 3 additional persons appointed in accordance with Rules 5 (b)- 5 (d).

xvii) The Chair of the Committee employed under clause 23. This person is an ex – officio member.

5 (b):A nomination of a person for membership of the Council under Rule 5 (a) (xvi):

- i) Must be made in writing, signed by two members of the Council, both of whom must have held membership of the Council or its predecessor for a period of not less than 12 months;
- ii) Must be accompanied by the written consent of the person nominated;
- iii) Must be lodged with the Executive Officer of the Council.

5. (c): A person nominated under Rule (b) may, but need not be a medical practitioner. However, this person must have demonstrated an interest in prevocational medical education.

5 (d): Upon receipt of the nomination, a meeting of the Board of Directors, duly convened, shall vote on the acceptance by way of ballot conducted in accordance with Rule 40.

5 (e) Subject to these Rules, members shall be entitled to full privileges of membership, which includes receiving notices and journals, attending and voting at meetings of the Council, and being Members of the Board of Directors, or members of Committees and Subcommittees of the Council.

5(f) Members are nominated to Council for a 3-year term. Members can remain on Council for a maximum of 3 consecutive terms.

Register of Members

6. (a) The Secretary/Public Officer must keep a register of members which contains the name, address, telephone number, fax and email address of each member and the date of joining.

(b) The register of members must be made available upon request for inspection by members.

Power of Delegation

7. The Council may delegate to the Board of Directors any of its powers and functions (other than this power of delegation, and those expressly required by the Associations and Incorporations Act 1964, or the Council's Constitution, to be exercised by the Council in general meeting).

Meetings

8. Meetings of the Council, Board, Committee or Subcommittee may be held at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

Annual General Meetings

9. (a) The Council must hold an annual general meeting of its members each year after the year of incorporation. The annual general meeting shall be held within three (3) months after the thirtieth of June in each year on such a day and at such a time as the Board of Directors shall direct.

(b) The business of the annual general meeting is:-

(i) the presentation of the financial statements containing the following particulars:-

- the income and the expenditure of the Council during its last financial year;
- the assets and liabilities of the Council since the end of its last financial year;
- the mortgages, charges and securities of any description affecting any of the property of the Council at the end of its last financial year;

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- The election of the hospital representative to sit on the Board of Directors, with eligibility for election limited to those nominated to Council under clauses 5a(xiii) to 5a(xv).
 - the election of Chair of Council, with eligibility for election limited to those sitting on the Board of Directors, with the exception of the Chair of the Committee. The Chair of the Committee is not eligible to be Chair of the Council. The Chair of Council will also Chair the Board of Directors;

- (ii) the presentation of the Chair of Council and Auditor's report. The Chairs of Council's report shall include a summary of the activities of the Council for the preceding twelve (12) months and a summary of the projected programme of the Council for the ensuing year;
- (iii) advise of the office holders nominated for the following year;
- (iv) the appointment of an Auditor; and
- (v) such other business as has been notified to the members.

Special General Meetings

- 10. (a) A special general meeting must be called if the Secretary/Public Officer is directed to do so by the Board or is requested to do so by at least 8 members.
 - (b) If the Secretary/Public Officer fails, within fourteen (14) days of being so directed or requested, to give notice of a special general meeting, any member of the Board requesting the meeting may call it.
 - (c) The only business, which may be discussed at a special general meeting, is the business set out in the notice of meeting.

Procedure for General Meetings

- 11.
 - (a) For the purpose of the rules 9-20 General Meetings include the annual general meeting, and special general meetings.
 - (b) Notice of General Meetings must be given as follows:
 - i. if a special resolution has been proposed, that is, a resolution to amend the statement of purposes, the rules, the name of the Council, or in relation to the winding up of the Council, at least

twenty one (21) days' notice, specifying the intention to propose the resolution as a special resolution;

ii. in any other case, at least fourteen (14) days notice.

(c) The quorum at a General Meeting is 8 members personally present. No business shall be transacted at any General Meeting unless a quorum of members is present in person or by proxy at the time when the meeting proceeds to business.

(d) The Chair of Council has the right to preside at all General Meetings, but if the Chair of Council does not wish to do so, or is absent from the meeting, the meeting must elect a person to preside.

(e) A special resolution is carried if at least three quarters of the members present in person, and entitled to vote, vote in favour of it.

(f) Any other resolution is carried if a simple majority of the members present in person or by proxy, and entitled to vote, vote in favour of it.

(g) A declaration of the person presiding at a General Meeting that a resolution has been carried is conclusive evidence of that fact unless a poll is demanded.

(h) The person presiding at a General Meeting may adjourn the meeting and determine the place and time at which the meeting is to resume. The only business, which may be discussed at an adjourned General Meeting, is the unfinished business at the time of adjournment.

(i) The person presiding at a General Meeting may determine any matter of procedure not referred to in this rule.

12. (a) If within thirty (30) minutes from the time appointed for the meeting a quorum is not present; the meeting if convened upon the requisition of members shall be dissolved.

(b) In any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the the person presiding may determine.

(c) The quorum at a meeting resumed after an adjournment is 8.

(d) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as previously mentioned, it shall not be necessary to given any notice of the adjournment or of the business to be transacted at an adjourned meeting.

Voting at a Meeting

13. At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the person presiding, or
- (b) at least three members present in person or by proxy.

14. Unless a poll is demanded a declaration by the person presiding that a resolution has been carried or carried by a particular majority or lost, and an entry to that effect in the book containing minutes of the proceedings of the Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. On a show of hands every member present in person shall have one vote and on a poll every member present or by proxy shall have one vote.

16. The instrument appointing a proxy shall be in writing under the hand of the appointor or the attorney of the appointor duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall only be entitled to appoint as proxy another member otherwise entitled to vote.

17. The instrument appointing a proxy shall be delivered to the Secretary personally, by mail, email or facsimile not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote and in default the instrument of proxy shall not be treated as valid.

18. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the appointor or the revocation of the proxy, if no notice in writing of such death, unsoundness of mind or revocation has been received by the Council before the commencement of the meeting or adjourned meeting at which such vote is given.

19. Every notice convening a General Meeting shall contain a statement that a member entitled to vote thereat is entitled to appoint another member as proxy to attend and vote at such meeting and shall specify the address at which proxies must be deposited, and shall enclose a form of instrument of proxy.

20. In the case of an equality of votes whether on a show of hands or on a poll, the person presiding of the meeting at which the vote takes place shall be entitled to a second or casting vote.

The Board of Directors

21. The Board of Directors of the Council shall consist of:

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- (a) The person nominated by the Department of Human and Health Services under clause 5a (i);
 - (b) The person nominated by the Medical Council of Tasmania under clause 5a (ii);
 - (c) The person nominated by the Dean of the Faculty of Health Sciences under clause 5a (iii);
 - (d) The person nominated by Junior Medical Officers through the Tasmanian Salaried Medical Practitioners Society under clause 5a (iv);,
 - (e) The clinical representative nominated by the staff association of the Royal Hobart Hospital under clause 5a (v);
 - f) The clinical representative nominated by the staff association of the Launceston General Hospital under clause 5a (vi);
 - g) The clinical representative nominated by the staff association of the Northwest General Hospital under clause 5a (vii);
 - h) The hospital representative elected under clause 9;
 - i) The Chair of the Committee employed under clause 23. This person is an ex-officio member and does not have voting or moving rights.
 - j) The Executive Officer employed under clause 24. This person is an ex-officio member and does not have voting or moving rights.

22. The Council shall elect, from the Board of Directors, the Chair of the Council. The Chair of the Committee of the Council is not eligible for appointment to the position of Chair. The Board shall elect the Deputy Chair, Secretary and Treasurer at a special meeting of the Board to be held after the annual general meeting. The Chair of Council will act as Chair of the Board of Directors.

23. The Board of Directors shall from time to time employ one person to be the Chair of the Committee of the Postgraduate Medical Education Council of Tasmania for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment. .

24. The Board of Directors shall from time to time employ one person to be the Executive Officer for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.

25. The Chair of the Committee and the Executive Officer shall receive, subject to the terms of any agreement entered into in a particular case, such remuneration as the Board of Directors determines. For the purposes of establishing a quorum at any general meeting or meeting of the Board of Directors, the Chair of the Committee and the Executive Officer shall not form part of the quorum.

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26. (a) The Board of Directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon the Chair of the Committee any of the powers exercisable by them.
- (b) Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Board of Directors.
- (c) The Board of Directors may at any time withdraw or vary any of the powers so conferred on the Chair of the Committee.
27. For the purposes of the Associations Incorporations Act 1964, the Secretary shall be the Public Officer.

Management and Powers of the Council

28. The business of the Council is to be managed by or under the direction of the Board of Directors.
29. The Board of Directors may exercise all the powers of the Council except any powers that the Associations Incorporations Act 1964 or the Council's constitution requires the Council to exercise in general meeting.
30. The Board of Directors may make by-laws consistent with this Constitution for the better management of the affairs of the Council.

Proceedings of the Board of Directors

31: The Board of Directors shall:

- a) co-ordinate generally the activities of the Council,
- b) act as an authoritative body of reference receiving reports and recommendations from the Chair of the Committee and the Executive Officer and dealing with those as it may see fit,
- d) exercise general control over the finances of the Council;
- f) acquire by purchase, gift, bequest or any other means such property real or personal and such other assets or goods as may concern the Council as a whole and dispose of the same as may be determined from time to time,
- g) exercise all the powers of the Council to borrow money and to mortgage or change the property or any part thereof,
- h) take all necessary steps to promote the interests of the Council and its members,
- i) appoint and instruct Subcommittees as may be required,
- j) To do all such other lawful things as may be incidental to or conducive to the attainment of the objects of the Council.

32. The Board of Directors may meet together for the management of business and adjourn and otherwise regulate their meetings, as they think fit. A meeting of the Board of Directors may be called or held using any technology consented to by all members of the Board of Directors. The consent may be a standing one. A member of the Board of Directors may only withdraw their consent within a reasonable period before the meeting.

33. (a) With the approval of the Board of Directors, a member of the Board of Directors may appoint an alternate to exercise some or all of the directors' of the Council powers for a specified period. This alternate should come from the same constituency as the board member in question. This power does not apply to the Chair of the Committee.

(b) If the appointing member of the Board of Directors requests the Council to give the alternate notice of directors' meetings, the Council must do so.

(c) When an alternate exercises powers as part of the Board of Directors, the exercise of the power is just as effective as if the powers were exercised by the appointing member of the Board of Directors.

(d) The appointing member of the Board of Directors may terminate the alternate's appointment at any time.

(e) An appointment or its termination must be in writing. A copy must be given to the Council.

34. The Board of Directors of the Council may appoint a person as a member of the Board of Directors.

35. If the Board of Directors appoints a person as a member of the Board of Directors, that appointment must be confirmed by resolution at the next annual general meeting of the Council. If the appointment is not confirmed, the person ceases to be a member of the Board of Directors at the end of the annual general meeting.

36. The Board of Directors may delegate any of their powers (with the exception of the power of delegation) to a subcommittee of the Board of Directors.

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

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

(c) The resolution is passed when the last member of the Board of Directors signs.

38. The Board of Directors shall also meet at such other times and for such purposes as the Chair may determine or as requested by requisition in writing to the Executive Officer by any 3 members of the Board of Directors.

39. The quorum for a meeting of the Board of Directors is 5 members of the Board of Directors and the quorum must be present at all times during the meeting.

40. A resolution of the Board of Directors must be passed by a majority of the votes cast by members of the Board of Directors, entitled to vote on the resolution. The person presiding has a casting vote if necessary in addition to any vote they have in their capacity as a member of the Board of Directors.

41. Board members hold office for three years.

42. Retiring members of the Board of Directors shall be eligible for re-appointment to the Board of Directors for a maximum of three consecutive terms

43. The Treasurer shall collect and be custodian of all moneys due to the Council. At the Annual General Meeting the Treasurer shall present a report of Council receipts and expenditure which, being duly audited, shall be entered in the minutes.

44. The continuing members of the Board of Directors may act notwithstanding any vacancy in the Board of Directors but if and so long as their number is reduced

below the number fixed by or pursuant to these rules as the necessary quorum of the Board of Directors, the continuing member or members may act for the purpose of increasing the number of members of the Board of Directors to that number or of summoning a General Meeting of the Council, but for no other purpose.

45. The Board of Directors shall cause minutes to be made:

- (a) of all appointments of Officers and servants,
- (b) of names of members of the Board of Directors present at all meetings of the Board,
- (c) of all proceedings of the Council and of the Board of Directors.

46. Such minutes shall be signed by the person presiding at the meeting at which the proceedings were held or by the person presiding at the next meeting.

47. The position of a member of the Board of Directors shall become vacant if the holder of that office:

- (a) becomes bankrupt or makes an arrangement or composition with creditors generally,
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
- (c) ceases to be a member in accordance with clause 5,
- (d) resigns that office by notice in writing given to the Executive Officer.

THE COMMITTEE OF THE COUNCIL

47A The functions of the Committee of the Council are to:

- a) Act as the operational body of the Council;
- b) Assist the Board in establishing the strategic direction of the Council;
- c) Implement the budget established by the Board of Directors;
- d) Receive reports on behalf of the Council;
- e) Where appropriate, direct the activities of the subcommittees of the Council;
- f) Do such other things as may be directed by the Board of Directors.

48. The Committee of the Council consists of:

- (a) The Chair of the Committee of the Postgraduate Medical Education Council of Tasmania employed under clause 23 ;
- (b) The Executive Officer of the Postgraduate Medical Council of Tasmania employed under clause 24;
- (c) Two persons nominated by the Junior Medical Officers through the Tasmanian Salaried Medical Practitioners Society or its successor;
- (d) A representative of the Directors of Clinical Training. The Board is to call for expressions of interest from all Tasmanian Directors of Clinical Training with final decision on appointment made by the Board of Directors;
- (e) A representative of the Medical Education Officers. The Board is to call for expressions of interests from all Tasmanian Medical Education Officers with final decision on appointment made by the Board of Directors;
- (f) The Chair of the Accreditation sub-committee,
- (g) The Chair of the International Medical Graduate sub-committee, and
- (h) The Chair of the Education sub-committee

48A. A member of the Committee of the Council may represent two or more of the stakeholder constituencies listed in clause 48.

48B. The Board of Directors may, if necessary to achieve statewide representation on the Committee of the Council, co-opt up to two additional persons to be on the Committee of the Council.

49. The members of the Committee of the Council take office at the conclusion of the annual general meeting and hold office for the period expiring at the conclusion of the annual general meeting in the following year.

50. The Committee of the Council has power to conduct the business of the Council between meetings of the Board of Directors, and to fill any vacancy on the Committee of the Council, or on any Committee or Subcommittee appointed by the Board of Directors. In meetings of the Committee, the Chair of the Committee has a second or casting vote.

Disclosure of Interests in Contracts

51. A member of the Board of Directors or Committee who is interested in any contract or arrangement made or proposed to be made with the Council shall disclose her or his interest at the first meeting of the Board of Directors or Committee at which the contract or arrangement is first taken into consideration, if her or his interest then exists, or, in any other case, at the first meeting of the Board of Directors or Committee after the acquisition of the interest.

52. If a member of the Board of Directors or Committee becomes interested in a contract or arrangement after it is made or entered into he or she shall disclose her or his interest at the first meeting of the Board of Directors or Committee after he or she becomes so interested.

53. No member of the Board of Directors or Committee shall vote as a member of the Board of Directors or Committee in respect of any contract or arrangement in which he or she is interested and if he or she does so vote her or his vote shall not be counted.

Subcommittees

54. (a) The Council will have three (3) subcommittees:

- (i) an Education Subcommittee;
- (ii) an Accreditation Subcommittee; and
- (iii) an International Medical Graduate Subcommittee.

(b) Each subcommittee may determine its own procedure and the quorum and shall keep minutes of the proceedings of its meetings.

(c) Members of a subcommittee do not have to be members of the Council, and a member of a subcommittee, who is not a member of the Council, is entitled to vote.

55. A Subcommittee may elect a Chair of its meetings, if no such Chair is appointed by the Board of Directors. If at any meeting the Chair is not present the members present may choose one of their number to be the Chair of the meeting.

56. A Subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.

Finance and Bank Account

57. (a) The funds of the Council may be derived from subscriptions, donations, grants, proceeds of fundraising activities, interest on investments, and such other sources as the Council may determine.
- (b) All money received for or on behalf of the Council must be deposited in a bank account or accounts in the name of the Council.
- (b) (i) All cheques must be signed by the treasurer of the Council or, in his or her absence, by a person nominated by the Board of Directors for that purpose.
- (b) (ii) All cheques must be counter signed by a member of the Council or, in his or her absence, by a person nominated by the Board of Directors for that purpose.
- (c) All payments in excess of twenty five dollars (\$25.00) must be made by cheque, business credit card or by Electronic Transfer from Postgraduate Medical Education Council Business Accounts.
- (d) The Treasurer is responsible for the keeping of the financial books and records of the Council, and must present to each meeting of the Council a report of the financial transactions of the Council since the last Council meeting.
- (e) The Treasurer must present an audited balance sheet to the Annual General Meeting.
- (f) The financial books and records of the Council may be kept in electronic form, and if so, must be convertible to hard copy.

Books and Records

58. (a) The Secretary/Public Officer is responsible for the books, records and securities of the Council, other than the financial books and records.
- (b) A member may inspect the books and records of the Council on giving reasonable notice to the person responsible for the relevant documents in accordance with the rules.
- (c) The Secretary/Public Officer shall keep a Minute Book and shall ensure that proper entries are made of all business transacted at every

meeting of the Council (including Council Meetings, Sub-committee meetings and General Meetings).

(d) The books and records of the Council may be kept in electronic form, and if so, must be convertible to hard copy.

Winding Up

59. If the Council is wound up, or its incorporation cancelled, the assets remaining after satisfying all liabilities must not be paid or distributed amongst the members, but must be transferred to its successor or to an institution or institutions:-

- (a) having similar purposes to those of the Council; and
- (b) which prohibits or prohibit the distribution of its or their income amongst members to an extent at least as great as is imposed on the Council under or by virtue of this rule and the following rules;
- (c) which is determined in accordance with a special resolution at a general meeting of the Council, or, in the absence of such a resolution, by the Commissioner for Corporate Affairs or his successor.

Prohibition of Distribution to Members

60. (a) The income and the property of the Council must be used and applied solely to the promotion of its purposes and the exercise of its powers as set out in these Rules.
- (b) No portion of the income or property of the Council may be distributed directly or indirectly to or amongst the members of the Council.
- (c) Nothing in this Rule prevents the payment in good faith:-
- (i) of interest to any member in respect of money advanced by that member to the Council, or otherwise owing to that member;
 - (ii) of remuneration to any officer or employee of the Council;
 - (iii) to any member of the Council or other person in respect of services actually rendered to the Council;
 - (iv) to any member of out of pocket expenses, money lent, reasonable and proper charges for the hire of goods by the Council, reasonable and proper rent for premises let to the Council or the provision of services by

the member, to which that member would be entitled in accordance with the purposes if he were not a member.

Changes to the Constitution

61. The Constitution can only be changed by special resolution of the members at a general meeting. At least twenty-one (21) days' notice of the proposed resolution must be given, including notice of the intention to propose it as a special resolution. A special resolution must be approved by at least three-quarters of the members who are present and who vote.

Common Seal

62. If the Council has a common seal:
- (a) the Board of Directors must provide for the safe custody of the seal: and
 - (b) the seal may only be used by the authority of the Board of Directors (or of a committee of the Board of Directors authorised by the Board of Directors to authorise the use of the seal) and each document to which the seal is fixed must be signed by two members of the Board

Notice to Members

63. Any notice to a member required by these Rules is sufficient if posted or delivered to the last address of that member notified in writing to the Secretary/Public Officer. Notice to a member is deemed to have been received on the second day after it was posted. The inadvertent or accidental failure to give any member of the Association or the Board of Directors, Committee or Sub-committee notice of any proposed meeting, or the non-receipt by such person of any such notice shall not invalidate the proceedings at any such meeting or any resolution passed thereat.

Discipline of Members

64. (a) A member of the Board of Directors, Committee or Subcommittee may be expelled, suspended or warned if, in the opinion of the Board, the

member has engaged in conduct, which is prejudicial to the name of the Council.

(b) If a motion is proposed at a meeting of the Board that a named member be disciplined, the motion must not be dealt with at that meeting.

(c) The motion must be placed on the agenda of a meeting of the Board to be held not less than fourteen (14) days later, at which the only business must be the deferred motion.

(d) The Secretary/Public Officer must notify the member, at least ten days prior to the second meeting, that a motion has been proposed to discipline the member.

(e) The notice must give the details of the later meeting, and state that the member has the right to attend and speak at that meeting, to submit a written statement in defence or to both submit a statement and attend and speak.

(f) The Board, at the later meeting, must consider any statement submitted, and hear the member, if present and wishing to be heard.

(g) A motion to discipline the member, and a motion in relation to the penalty to be imposed, is not carried at that meeting unless an absolute majority of members of the Council votes in favour of the resolution.

(h) There is no appeal from a decision of the Board.

Validation of Acts of Council

65. If it afterwards discovered that there was some defect in the appointment or election of a person as a member of the Council, or that a person so appointed or elected was ineligible, all acts done at any meeting of the Council, Board, Committee or Subcommittee or by any person acting as a member of the Council are as valid as if that person had been duly appointed or elected and was eligible to be a member of the Council, Board, Committee or Subcommittee.

Indemnity

66. Every member of the Council, auditor, employee or agent of the Council, must be indemnified out of the property of the Council against any liability incurred by that person in that capacity in defending any proceedings:-

- (a) in which judgment is given in favour of that person; or
- (b) in which the person is acquitted; or

(c) in connection with any application in relation to any such proceedings, in which relief is granted to that person.

Liability of Members & Officers

67. In accordance with section 27 of the *Associations Incorporation Act 1964*, and except as otherwise provided in the Act, a member or officer of the incorporated Council shall not, by reason only of his being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the incorporated Council or the costs, charges and expenses of the winding-up of the incorporated Council.

Auditor

68. (a) The first auditor of the Council may be appointed by the Board before the first annual general meeting and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.

(b) If an appointment is not made at an annual general meeting the Board shall appoint an auditor for the then current financial year.

(c) Except as provided by sub-rule (a) of this rule, the auditor may only be removed from office by special resolution.

(d) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Council, the Board may appoint a person to be an auditor and the person so appointed shall hold office until the next annual general meeting.