



POSTGRADUATE MEDICAL EDUCATION COUNCIL OF TASMANIA Inc

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

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Constitution

1. Name & Objectives of the Association

- a. The name of the Association is the "Postgraduate Medical Education Council of Tasmania" ('the Organisation').
- b. The objectives of the Organisation are the provision and monitoring of high-quality education, training and support to junior medical staff in Tasmania to enable them to deliver safe, effective and compassionate care to all Tasmanians.
- c. In carrying out the objectives the Organisation shall have the following powers, namely:
 - i) 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 Organisation.
 - ii) the buying, selling, and supplying of, and dealing in, goods of all kinds.
 - iii) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Organisation.
 - iv) 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 Organisation.
 - v) the taking of such steps from time to time as the Organisation may deem expedient for the purpose of procuring contributions to the funds of the Organisation, whether by way of donations, subscriptions, or otherwise.
 - vi) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Organisation may think desirable for the promotion of the objects and purposes of the Organisation.
 - vii) the borrowing and raising of money in such manner and on such terms as the Organisation may think fit or as may be approved or directed by resolution passed at a general meeting.
 - viii) the investment of any moneys of the Organisation not immediately required for any of its objects or purposes in such manner as the Organisation may from time to time determine.
 - ix) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions, which have similar objects to the Organisation.
 - x) 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 Organisation and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Organisation and their dependants, and the making of payments towards insurance in relation to any of those purposes.

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- x) the establishment and support, or aiding in the establishment or support, of any other Organisation or trust formed for any of the objects of the Organisation.
 - xii) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any Council with which the Organisation may at any time become amalgamated in accordance with the provisions of the [Associations Incorporations Act 1964](#) ("the Act") and the rules of the Organisation.
 - xiii) to undertake and make freely available the results of research in postgraduate education and the training of medical staff financed by the Organisation and wherever possible to publish those results in the scientific press.
 - xiv) 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.
 - xv) to employ such officers and servants as the Organisation may deem necessary and to pay such remuneration or bonus as the Organisation may determine as reasonable and proper; and
 - xvi) the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Organisation or of any of the powers specified in the foregoing provisions of this sub-rule.

2. Interpretation

In these Rules, unless the contrary intention appears:

- i) 'Act' means the [Associations Incorporations Act 1964](#) as amended
- ii) 'Board of Directors' means the Board of Directors constituted under clause 11
- iii) 'Chair of the Council' means the person elected under clause 7a(iii)
- iv) 'Chair of the Executive Committee" means the person employed under clause 12(a)
- v) "Deputy Chair of the Executive Committee" means the person employed under clause 12(b)
- vi) 'Committee" means the 'Committee of the Board' established under clause 15
- vii) 'Council' means the Postgraduate Medical Education Council of Tasmania, as established under clause 3
- viii) 'Principal Officer' means the person employed under clause 12(c)
- ix) 'Financial year' means a period of 12 months ending on June 30
- x) 'Public Officer' means a person required to act in that capacity in accordance with the Act.

3. Membership

a. The members of the Council shall be as follows:

- i) A person nominated by the Secretary of the Department of Health or successor
- ii) A person nominated by the Tasmanian Board of the Medical Board of Australia

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- iii) A person nominated by the Executive Dean of the UTAS College of Health and Medicine or their successor
 - iv) At least one person representing Junior Medical Officers employed in the Tasmanian health system through an expression of interest process
 - v) A clinical representative nominated by the EDMS or equivalent authority of the Royal Hobart Hospital or its successor
 - vi) A clinical representative nominated by the EDMS or equivalent authority of the Launceston General Hospital or its successor
 - vii) A clinical representative nominated by the EDMS or equivalent authority of the North West Regional Hospital/Mersey Community 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 Australasian College of Physicians or its successor
 - xii) A person nominated by the Royal Australian College of General Practitioners or its successor
 - xiii) The Executive Director of Medical Services or their equivalent of the Royal Hobart Hospital or its successor
 - xiv) The Executive Director of Medical Services or their equivalent of the Launceston General Hospital or its successor
 - xv) The Executive Director of Medical Services or their equivalent of the North West Regional Hospital/Mersey Community Hospital or its successor
 - xvi) At least one consumer representative, nominated by the Tasmanian Health Consumer Forum, or its successor
 - xvii) Up to three additional persons appointed in accordance with clause 3 (b).
 - xviii) The Chair of the Executive Committee employed under clause 12(a).
 - xix) The Deputy Chair of the Executive Committee employed under clause 12(b).
- b. With regards to elections of Members of Council under clause, 3a(xvii),
- i) The nomination of a person:
 - (1) Must be accompanied by the written consent of the person nominated
 - (2) Must be lodged with the Principal Officer of the Council.
 - ii) A person nominated under clause 3 (b) may or may not be a medical practitioner, but must have demonstrated an interest in prevocational medical education.
 - iii) Upon receipt of the nomination the Board of Directors shall vote on the acceptance by way of ballot conducted in accordance with clause 10.

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- c. Any member, howsoever appointed, shall be entitled to full privileges of membership, which include receiving notices and journals, attending and voting at meetings of the Council.
 - d. Members are nominated to Council for a three-year term. Members may be renominated for further terms.

4. Register of Members

- a. The Principal Officer must keep a register of members which contains the name, address, telephone number email address and date of joining of each member.
- b. The register of members must be made available upon request for inspection by members.

5. Power of Delegation

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 Act).

6. Meetings

Meetings of the Council, Board or Executive Committee may be held face-to-face, via video-conference or using any technology that gives the members as a whole a reasonable opportunity to participate.

7. Annual General Meetings

- a. The Council must hold an Annual General Meeting of its members each calendar year. The Annual General Meeting shall be held within three (3) months after the end of the financial year (30th June) 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, as a minimum:
 - i) the presentation of the financial statements containing the following particulars:
 - (1) the income and the expenditure of the Organisation during the previous financial year
 - (2) the assets and liabilities of the Organisation at the end of the previous financial year
 - (3) the mortgages, charges and securities of any description affecting any of the property of the Organisation at the end of the previous financial year.
 - ii) the election every three (3) years of the hospital representative to sit on the Board of Directors, with eligibility for election limited to those nominated to Council under clauses 3a(xiii) to 3a(xv).
 - iii) 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 and Deputy Chair of the Executive Committee. The Chair and Deputy Chair of the Executive Committee are

not eligible to be Chair of the Council. The Chair of Council will also act *ex officio* as the Chair of the Board of Directors.

- iv) the presentation of the reports of the Chair of Council and the Auditor. The report of the Chair of Council's shall include a summary of the activities of the Organisation for the preceding twelve (12) months and a summary of the projected program of the Council for the following financial year.
- v) advising of the office holders nominated for the following financial year
- vi) the appointment of an Auditor; and
- vii) such other business as has been notified to the members.

8. Special General Meetings

- a. A special general meeting must be called if the Public Officer is directed to do so by the Board or is requested to do so by at least eight (8) members. This direction or request must be in writing and must include the reason for the direction or request. This reason must accompany the notice of meeting.
- b. If the 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 Council 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.

9. Procedure for General Meetings

- a. For the purpose of clauses 9-21 general meetings include the Annual General Meeting, and any 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 Organisation, or in relation to the winding up of the Organisation, 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.
 - iii) The Notice of General Meeting must be accompanied by a proxy form, so that any member of Council may assign their proxy to any other member of Council for the purposes of any voting. The proxy may be assigned to the Chair of Council, or to any other Council member. The assignment of a proxy by a member may be:
 - (1) Directed, in that it specifies how the vote is to be cast on any given motion
 - (2) Undirected, in that it provides the holder of the proxy discretion on how to vote on any given motion.
- c. Any member of Council may, in writing, authorise another individual to attend a general meeting as their alternate. The alternate will have all rights normally accorded the substantive member, and for the purposes of quorum and voting shall be regarded as a member of Council for the duration of the general meeting.

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- d. The quorum at a general meeting is half of the members of Council plus one, present, either in person or via tele/videoconference. No business shall be transacted at any general meeting unless a quorum of members is assembled.
 - e. 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 member to preside.
 - f. 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 a resumed general meeting is the unfinished business at the time of adjournment.
 - g. The person presiding at a general meeting may determine any matter of procedure not referred to in this rule.
 - h. If within thirty (30) minutes from the time appointed for the commencement of the meeting a quorum is not present; the meeting shall be dissolved.
 - i. The quorum at a meeting resumed after an adjournment is as defined in clause 9(d) above.
 - j. 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, as described in clause 9(b) above.

10. Voting at a Meeting

- a. At any general meeting a resolution put to the vote shall be decided unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
 - i) the person presiding; or
 - ii) at least three members present.
- b. 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 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.
- c. A special resolution is carried if at least three quarters of the votes of members present and entitled to vote, and valid proxies, vote in favour of it.
- d. Any other resolution is carried if a simple majority of the votes of members present and entitled to vote, and valid proxies, vote in favour of it.
- e. 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.
- f. Every member present or by proxy shall have one vote.
- g. 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.

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- h. The instrument appointing a proxy shall be delivered to the Principal Officer personally, by mail or email not less than 48 hours before the time for holding the meeting at which point the person named in the proxy proposes to vote and in default the instrument of proxy shall not be treated as valid.
 - i. 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.
 - j. 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.
 - k. 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.

11. The Board of Directors

- a. The Board of Directors of the Council shall consist of:
 - i) The person nominated by the Department of Health under clause 3a (i);
 - ii) The person nominated by the Tasmanian Board of the Medical Board of Australia under clause 3a (ii);
 - iii) The person nominated by the Executive Dean of the UTAS College of Health and Medicine, University of Tasmania, under clause 3a (iii);
 - iv) The person or persons representing Junior Medical Officers, under clause 3a (iv) ;
 - v) The clinical representative nominated by the EDMS or equivalent authority of the Royal Hobart Hospital under clause 3a (v);
 - vi) The clinical representative nominated by the EDMS or equivalent authority of the Launceston General Hospital under clause 3a (vi);
 - vii) The clinical representative nominated by the EDMS or equivalent authority of the North West Regional Hospital/Mersey Community Hospital under clause 3a (vii);
 - viii) The hospital representative elected under clause 7b(ii);
 - ix) The Chair of the Executive Committee employed under clause 12(a).
 - x) The Deputy Chair of the Executive Committee employed under clause 12(b);
 - xi) The consumer representative or representatives appointed to Council under clause 3a (xvi);
 - xii) Up to 3 additional persons appointed in accordance with clause 3b.
- b. The Principal Officer, employed under clause 12(c), shall be a standing observer on the Board of Directors, without voting or moving rights.

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- b. The Board shall elect, from the Board of Directors, the Chair of the Council. Any member of the Board is eligible to be elected, with the exception of the Chair or Deputy Chair of the Executive Committee of the Board. The Board shall elect the Public Officer and Treasurer at a special meeting of the Board to be held after the Annual General Meeting. The Chair of Council will act *ex officio* as the Chair of the Board of Directors.
 - c. There is no limit on the number of years a Board member may hold office, subject to the Council and Board of Director appointment provisions in clauses 3(a)-(b) and 11(a) above respectively.
 - d. The position of a member of the Board of Directors shall become vacant if the holder of that office:
 - i. becomes bankrupt or makes an arrangement or composition with creditors generally,
 - ii. 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,
 - iii. ceases to be a member of Council in accordance with clauses 20 and 25,
 - iv. resigns that office by notice in writing given to the Principal Officer.

12. Officers

- a. The Board of Directors shall from time to time employ one person to be the Chair of the Executive Committee of the Organisation 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.
- b. The Board of Directors shall from time to time employ one person to be the Deputy Chair of the Executive Committee of the Organisation 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.
- c. The Board of Directors shall from time to time employ one person to be the Principal 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.
- d. The Chair and Deputy Chair of the Executive Committee and the Principal Officer shall receive, subject to the terms of any agreement entered into in a particular case, such remuneration as the Board of Directors determines.
- e. For the purposes of establishing a quorum at any general meeting or meeting of the Board of Directors, the Principal Officer shall not form part of the quorum.
- f. The Board of Directors may, upon such terms and conditions and with such restrictions as they think fit, delegate to the Chair of the Executive Committee any of the powers exercisable by them other than those powers that are non-delegable under the Act.
- g. Any powers so delegated may be concurrent with, or be to the exclusion of, the powers of the Board of Directors.
- h. The Board of Directors may at any time withdraw or vary any of the powers so delegated to the Chair of the Executive Committee

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- i. For the purposes of the Act, the Secretary shall be the Public Officer. The Public Officer may delegate secretariat duties as defined in *the Act* to the Principal Officer or other members as appropriate.

13. Management and Powers of the Council

- a. The business of the Council is to be managed by or under the direction of the Board of Directors.
- b. 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 through a general meeting.
- c. The Board of Directors may make by-laws consistent with this Constitution for the better management of the affairs of the Council.

14. Proceedings of the Board of Directors

- a. The Board of Directors shall:
 - i) Coordinate and oversee the activities of the Organisation.
 - ii) Act as an authoritative body of reference receiving reports and recommendations from the Chair and Deputy Chair of the Executive Committee and the Principal Officer and dealing with those issues as it may see fit.
 - iii) Exercise general control over the finances of the Organisation.
 - iv) Acquire by purchase, gift, bequest or any other means such as 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.
 - v) Exercise all the powers of the Council to borrow money and to mortgage or change the property or any part thereof.
 - v) Take all necessary steps to promote the interests of the Organisation.
 - vi) Appoint and instruct committees as may be required.
 - vii) Do all such other lawful things as may be incidental to or conducive to the attainment of the objects of the Organisation.
- b. The Board of Directors may meet 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 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.
- c. 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 that Director's 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 or Deputy Chair of the Executive Committee.
- d. 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.

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- e. 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.
 - f. The appointing member of the Board of Directors may terminate the alternate's appointment at any time.
 - g. The appointment or termination of the appointment of an alternate must be provided in writing, to the Principal Officer. A copy must be given to the Council.
 - h. The Board of Directors of the Council may appoint a person as a member of the Board of Directors, in accordance with clause 11a above
 - i. 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 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.
 - j. The Board of Directors may delegate any of their powers (with the exception of the power of delegation) to a committee of the Board of Directors.
 - k. The Board of Directors may pass a resolution without a meeting of the Board of Directors being held by means of a circular resolution
 - i. All members of the Board of Directors entitled to vote on the resolution must acknowledge via email or sign a document containing a statement that they are in favour of the resolution set out in the document.
 - ii. 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. In the case of emails, separate emails may be compiled to support a resolution.
 - iii. The resolution is passed when the last member of the Board of Directors supports the resolution.
 - l. 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 Principal Officer by any three members of the Board of Directors.
 - m. The quorum for a meeting of the Board of Directors is half of the members of the Board of Directors plus one, and the quorum must be present at all times during the meeting.
 - n. A resolution of the Board of Directors must be passed by a majority of the votes cast by members of the Board of Directors present and 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.

There is no provision for proxy voting on decisions made by the Board of Directors

- o. 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.
- p. The Board of Directors shall cause minutes to be made:

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- i. of all appointments of Officers and servants,
 - ii. of names of members of the Board of Directors present at all meetings of the Board,
 - iii. of all proceedings of the Council and of the Board of Directors.
- q. Such minutes shall be reviewed and acknowledged as a true reflection of the meeting by the persons presiding at the meeting at which the proceedings were held or by the person presiding at the next meeting.

15. Committees of the Board

- a. The Board shall have three committees:
 - i) Executive Committee of the Board
 - (1) The functions of the Executive Committee of the Board are to:
 - (a) Act as the operational body of the Board;
 - (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) Endorse the membership and appoint the Chairs of the other committees of the Board;
 - (f) Do such other things as may be directed by the Board of Directors.
 - (2) The Executive Committee consists of:
 - (a) The Chair of the Executive Committee of the Organisation employed under clause 12(a) ;
 - (b) The Deputy Chair of the Executive Committee of the Organisation employed under clause 12(b);
 - (c) The Principal Officer of the Organisation under clause 12(c);
 - (3) The duration of appointment of the Executive Committee aligns with the term of the funding contract with the Department of Health.
 - (4) The Executive Committee has power to conduct the business of the Board between meetings of the Board of Directors, and to fill any vacancy that may arise on the other committees.
 - ii) Accreditation Committee of the Board (AC)
 - iii) Education and International Medical Graduate Committee of the Board (EIC)
- b. Each committee shall keep minutes of the proceedings of its meetings.
- c. The quorum for committee meetings shall be half of its membership plus one.
- d. Members of a committee need not be members of the Board, and a member of a committee, who is not a member of the Board, is entitled to vote.
- e. Each committee will meet no fewer than 3 times per year.
- f. Reports of the proceedings of the committee meetings will be presented to the Board.

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- g. If at any meeting the Chair of that committee is not present the members of that committee may nominate another member to preside over the meeting.
 - h. A committee 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.

16. Disclosure of Interests in Contracts

- a. A member of the Council, Board of Directors, Executive Committee or other committee of the Organisation with an actual, perceived or potential conflict of interest in any matter within the activity of the Organisation shall disclose this to the relevant entity at the earliest possible opportunity in accordance with the *PMCT Conflict of Interest Policy*.
- b. A member of the Council, Board of Directors, Executive Committee or other committee of the Organisation who becomes interested in a contract or arrangement after it is made or entered into shall disclose this to the relevant entity at the earliest possible opportunity.
- c. No member of the Board of Directors or Executive Committee shall vote as a member of the Board of Directors or Executive 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.

17. Finance and Bank Account

- a. The funds of the Organisation may be derived from government agency or stakeholder funding, subscriptions, donations, grants, proceeds of fundraising activities, interest on investments, and such other sources as the Council may determine.
- b. All money received or on behalf of the Organisation must be deposited in a bank account or accounts in the name of the Organisation.
- c. All payments in excess of twenty-five dollars (\$25.00) must be made by business credit card or by Electronic Transfer from Postgraduate Medical Education Council Business Accounts.
- d. The financial books and records of the Council may be kept in electronic form, and if so, must be convertible to hard copy.

18. Books and Records

- a. The Principal Officer is responsible for the books, records and securities of the Organisation, other than the financial books and records.
- b. A member may inspect the books and records of the Organisation on giving reasonable notice to the person responsible for the relevant documents in accordance with the rules.
- c. The Principal Officer shall keep a record of minutes and shall ensure that proper entries are made of all business transacted at every meeting of the Council (including Council meetings, committee meetings and general meetings).

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- d. The records of the Organisation may be kept in electronic form, and if so, must be convertible to hard copy.

19. Winding Up

If the Organisation 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 Organisation; 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 Organisation under or by virtue of this clause and the following clauses; and
- 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.

20. Prohibition of Distribution to Members

- a. The income and the property of the Organisation 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. Nothing in this clause prevents the payment in good faith:
 - i. of interest to any member in respect of money advanced by that member to the Organisation, or otherwise owing to that member
 - ii. of remuneration to any officer or employee of the Organisation
 - iii. to any member of the Council, Board of Directors, Executive Committee or other person in respect of services actually rendered to the Organisation
 - iv. to any member of out-of-pocket expenses, money lent, reasonable and proper charges for the hire of goods by the Organisation, reasonable and proper rent for premises let to the Organisation 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.

21. Changes to the Constitution

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 either in person or via teleconference/videolink and who vote.

22. Common Seal

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 of Directors.

23. Notice to Members

Any notice to a member required by this Constitution is sufficient if emailed, posted or delivered to the last address of that member notified in writing to the Principal Officer. Notice to a member is deemed to have been received on the second day after it was posted or transmitted. The inadvertent or accidental failure to give any member of the Organisation, Board of Directors or Executive 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.

24. Discipline of Members

- a. A member of the Board of Directors or Executive Committee 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 or the interests of the organisation.
- 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 fewer than fourteen (14) days later, at which the only business must be the deferred motion.
- d. The 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 on matters relating to disciplining of a member.

25. Validation of Acts of Council

If it is 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, Executive Committee, 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 or Executive Committee.

26. Indemnity

- a. 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:
 - i) in which the person acted in good faith or with due diligence; or
 - ii) in which judgment is given in favour of that person; or
 - iii) in which the person is acquitted; or
 - iv) in connection with any application in relation to any such proceedings, in which relief is granted to that person.

- b. Survival of indemnity

The indemnity in clause 26a will continue notwithstanding that the Council member, auditor, employee or agent of the Council ceases to be associated with the Organisation.

- c. Indemnity subject to law

The indemnity in clause 26a does not apply so as to indemnify the person from any liability for which the Organisation is prohibited from indemnifying under the Act.

27. Liability of Members & Officers

In accordance with [section 27 of the Act](#), and except as otherwise provided in the Act, a member or officer of the incorporated Organisation shall not, by reason only of being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the incorporated Organisation or the costs, charges and expenses of the winding-up of the incorporated Organisation.

28. Auditor

- a. If an appointment of the auditor is not made at the Annual General Meeting the Board shall appoint an auditor for the then current financial year.
- b. The appointed auditor may only be removed from office by special resolution.
- c. If a casual vacancy occurs in the office of auditor during the course of a financial year, the Board may appoint a person to be an auditor and the person so appointed shall hold office until the next annual general meeting.