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Constitution of Association

South Australian Postgraduate Medical Education Association Incorporated

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Suite 3, 16 Bagot St
North Adelaide 5006
South Australia

cpd@sapmea.asn.au
www.sapmea.asn.au
ABN: 42 145 490 048

CONSTITUTION

1. NAME

The name of the incorporated association is the South Australian Postgraduate Medical Education Association Incorporated referred to herein as "the Association".

2. INTERPRETATION

In this Constitution: -

"Board" means the Board of the Association established under rule 10;

"Board Selection Committee" has the meaning given to that term in rule 11;

"Business Day" means a day that is not a Saturday, Sunday, public holiday or bank holiday in South Australia;

"Member" means a member of the Association;

The "Act" means the *Associations Incorporation Act 1985 (SA)*;

The "Regulations" means the *Associations Incorporation Regulations 2008 (SA)*;

Words importing the singular number only include the plural number and words importing the plural number only include the singular;

Words importing the masculine gender include the feminine and neuter genders.

3. OBJECTS AND PURPOSES

The objects of the Association are:

- (1) To undertake activities in the promotion, support, provision and /or facilitation of postgraduate and continuing medical education, study and research in medical education;
- (2) To undertake activities in the promotion, support, provision and/or facilitation of continuing professional development for healthcare professionals;
- (3) To provide an information advisory service for medical practitioners and other healthcare professionals medical institutions, professional medical bodies and the community;
- (4) To foster through continuing education and postgraduate education a quality of patient care and preventive services consistent with current medical knowledge;
- (5) To provide a comprehensive information service on postgraduate and continuing medical training and education facilities and the personnel connected therewith;
- (6) To conduct, support and facilitate conventions, conferences and meetings for medical practitioners, other healthcare professionals and such other groups as the Board determines.
- (7) To grant sums of money out of the funds of the Association for the promotion of postgraduate medical education and continuing professional development in such manner as the Association may from time to time determine;
- (8) To accept donations and grants for the purposes of the Association; and
- (9) To do all such other lawful activities and things as may be incidental or conclusive to the promotion or carrying out of the foregoing objects.

4. POWERS

- (1) The Association shall have all the powers conferred by Section 25 of the Act to further the objects of the Association.

- (2) For the avoidance of doubt the Association shall have the power to:
 - (a) remunerate any of its directors, officers, members or other person in return for any services rendered to the Association; and
 - (b) make payment of interest on monies borrowed from or lawfully due to any member of the Association.
- (3) The Association may from to time appoint a Patron or Patrons.

5. MEMBERSHIP

The members of the Association shall be classified as:

Ordinary Member

- (1) An individual who:
 - (a) supports the objects of the Association;
 - (b) agrees to be bound by the rules of the Association;
 - (c) submits an expression of interest to be appointed as a Board member; and
 - (d) has been appointed as a Board member by the Board Selection Committee,shall be an ordinary member of the Association and may attend, speak and vote at any meeting, including a general meeting.

Life Member

- (2) A Life member is an individual who supports the objects of the Association, agrees to be bound by the rules of the Association and who has been appointed by the Board as a life member at the date these rules were adopted by the Association. A life member shall have no qualifications, rights, privileges and obligations. For the avoidance of doubt, a life member shall have no right to receive a notice of any meeting, including a general meeting, and to be present, to debate and to vote, at any meeting.

Honorary Members

- (3) A honorary member is an individual who supports the objects of the Association, agrees to be bound by the rules of the Association, are recognised by the Association as having given service to postgraduate medical education and have been appointed by the Board as a honorary member as at the date these rules were adopted by the Association. A honorary member shall have no qualifications, rights, privileges and obligations. For the avoidance of doubt, a honorary member shall have no right to receive a notice of any meeting, including a general meeting, and to be present, to debate and to vote, at any meeting.

6. SUBSCRIPTIONS

No subscription fee or other membership fee shall be payable by members unless a subscription fee is determined by a special resolution of the members at an annual general meeting.

7. RESIGNATION

- (1) A member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association.
- (2) Where a subscription fee or a membership fee is applicable, any resigning member shall be liable for any outstanding subscription fee or membership fee which may be recovered as a debt due to the Association.

8. REGISTER OF MEMBERS

- (1) Subject to the Act and any applicable privacy laws, the Association must keep and maintain a register of Members which shall contain:
 - (a) the name and address of each Member;
 - (b) the email address of each Member;
 - (c) the phone number of each Member;
 - (d) the date on which each Member was admitted to, or resigned from, the Association; and
 - (e) such other information as the Board considers appropriate.
- (2) Members must provide the Association with details required by the Association to keep the register complete and up to date.
- (3) Members shall provide notice of any change and required details to the Association within one month of such change.

9. EXPULSION OF A MEMBER

- (1) Subject to giving a Member an opportunity to be heard or to make written submissions, the Board shall have the power by resolution to censure, fine, suspend or expel from the Association any Member who refuses or neglects to comply with the provision of the rules or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member. Without limiting the generality of the foregoing, a Member who wilfully or persistently fails to observe any code of ethics for the time being prescribed by the Board and communicated to Members shall be guilty of conduct prejudicial to the interests of the Association.
- (2) Particulars of the charge shall be communicated to the Member at least one calendar month before the meeting of the Board at which the matter will be determined.
- (3) The determination of the Board shall be communicated to the Member and in the event of an adverse determination the member shall, subject to rule 9(4), below cease to be a Member fourteen (14) days after the Board has communicated its determination to the Member.
- (4) It shall be open to a Member to appeal the expulsion to the Association in a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within fourteen (14) days after the determination of the Board has been communicated to the Member.
- (5) In the event of an appeal under rule 9(4), the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the Member is upheld by the members of the Association in a general meeting after the appellant has been heard by Members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

10. THE BOARD

- (1) The affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or these rules required to be done by the Association in general meeting.
- (2) The Board shall have power to appoint officers and employees as are required to carry out the objectives of the Association including a public officer as required by the Act and may delegate in writing any of its powers to such officers and employees. The Board shall have power at its sole discretion, acting in the best interests of the Association, to terminate or suspend such officers and employees.

- (3) The Board shall be comprised of not less than 5 and not more than 9 members as the Board may determine from time to time and who shall be appointed by the Board Selection Committee.
- (4) Board members shall be appointed for a term of two years. Board members are eligible to be reappointed by the Board Selection Committee for a further two year term. The maximum term of a Board member shall not exceed 10 years.
- (5) The Board may from time to time appoint as ex officio members of the Board such members of staff as it considers fit.
- (6) The Board shall appoint a chairperson from amongst its Members. The chairperson will act as the chair of any Board meeting at which they are present. If the chairperson is not present or is unwilling or unable to preside over a Board meeting, the remaining Board members shall appoint another Board member to preside as chair for that meeting only.
- (7) Subject to rule 11(6), the Board Selection Committee may appoint appropriately qualified persons to fill a casual vacancy and such a Board member shall hold office for a two year term.

Appointment of CEO

- (8) The Board may appoint a chief executive officer or general manager (“**CEO**”) for such term and on such conditions as the Board thinks fit. For the avoidance of doubt, the Board may appoint the CEO to perform the function of Treasurer of the Association.
- (9) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.
- (10) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Board.
- (11) Subject to the terms and conditions of the appointment, the Board may resolve by resolution to suspend or remove the CEO from that office.
- (12) Subject to rule 10(8), the Board may delegate the power to conduct the day to day management and control of business and affairs of the Association. The delegation may include the power and responsibility to:
 - (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
 - (b) manage the financial and other reporting mechanisms of the Association;
 - (c) approve and incur expenditure subject to specified expenditure limits;
 - (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Association;
 - (e) prepare agendas for Board and general meetings;
 - (f) attend all Board and general meetings;
 - (g) report regularly on the activities of, and issues relating to, the Association;
 - (h) in consultation with the Board, employ such personnel as are deemed necessary or appropriate from time to time; and
 - (i) have any other powers and responsibilities which the Board consider appropriate to delegate to the CEO.
- (13) For the avoidance of doubt, the CEO is entitled, subject to determination otherwise by the Board, to attend all meeting of the Association, all meetings of the Board and any committees and may speak on any matter, but does not have the right to vote.

11. Board Selection Committee

- (1) The composition of the Board shall be determined by the Board Selection Committee established under these rules, and shall be subject to any guidelines for the composition of the board as established by the Association from time to time.
- (2) The Board Selection Committee shall comprise 3 persons appointed by the Board, at least 1 from the continuing members of the Board.
- (3) The Board Selection Committee shall hold office for such time as they are appointed, or until they resign or are removed from office by written notice of the Board.
- (4) At the commencement of each meeting the Board Selection Committee shall appoint a chairperson to preside over the meeting at which they are present. The activities and meeting procedures shall be governed by any rules established by the Association from time to time.
- (5) The Board Selection Committee is responsible for ensuring any vacancy on the Board is filled in an expeditious manner having regard to the principles of good governance and any guidelines prescribed by the Association.
- (6) The Board Selection Committee may:
 - (a) advertise any casual vacancy on the Board in appropriate publications and receive an expression of interest from appropriately qualified individuals wishing to be appointed to the Board; and
 - (b) appoint an appropriately qualified individual from the expression of interests received to fill the casual vacancy who shall hold office for a two-year term.
- (7) The Board Selection Committee reserves its right to accept or reject an expression of interest for appointment to the Board in its absolute sole discretion and shall not be required or compelled to provide reason for accepting or rejecting an expression of interest.

12. DISQUALIFICATION OF BOARD MEMBERS

The office of Board members shall become vacant if a Board member:

- i resigns;
- ii is disqualified from being a Board member by the Act;
- iii is expelled as a Member under these rules;
- iv is permanently incapacitated by ill health;
- v is absent without an apology from meetings for a period longer than 6 months.

13. PROCEEDINGS OF THE BOARD

- (1) The Board shall meet together for the dispatch of business as often as it considers necessary but it must meet at least four (4) times in any financial year
- (2) Questions arising at any meeting shall be decided by a majority of votes and in the event of an equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- (3) A quorum for a meeting of the Board shall be one half of the members of the Board.
- (4) A member of the Board having a direct or indirect pecuniary interest in a contract or a proposed contract with the Association must disclose that interest and the extent of that interest to the Board as required by the Act and shall not vote with respect to that contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

- (5) Without limiting the discretion of the Board to regulate its meetings, a meeting of the Board, made with the consent of all Board members consisting of a conference between Board members, some or all of whom are in different places, if each Board member who participates is able to hear each of the other participating Board members addressing the meeting and address each of the other participating Board members simultaneously, whether directly, by conference telephone, video conferencing facility or any other form of communications equipment or by a combination of such methods. No Board member may leave a conference held in accordance with this rule by disconnecting his/her means of communication, unless he/she has previously obtained the express consent of the chair person of the meeting.
- (6) A resolution in writing signed by a majority of the members of the Board for the time being entitled to vote in relation to the resolution (not being less than a quorum) and stating that the signatories are in favour of the resolution will be as valid and effectual from the time it is signed by the last Board member as if it had been passed at a duly convened meeting of Board members provided each Board member has received 24 hours' notice of the resolution. A facsimile or email transmission, which is received by the Association and which purports to have been signed by a Board member shall for the purposes of this rule be taken to be in writing and signed by that Board member at the time of the receipt of the facsimile or email transmission by the Association in legible form.
- (7) The Board shall have power to appoint standing and other committees with such powers as may seem necessary or convenient and to fix the quorums for such committees and lay down rules for regulating the proceedings of such committees. The majority of members of such committees shall be members of the Association. Each committee shall have a chairperson who shall be appointed by the Board. Each chairperson shall hold office for a period of one (1) year or until he ceases to be a member of the committee whichever is the earlier.

14. FINANCIAL YEAR

The financial year of the Association shall be a period of twelve (12) months commencing on 1 January and ending on 31 December in each year.

15. BORROWING POWERS

- (1) Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as may be determined by the Board from time to time.
- (2) Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms as may be determined by the Board from time to time.

16. RULES

- (1) Subject to approval by a special resolution of the members of the Association these rules may be altered (including an alteration to name) or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- (2) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

17. THE SEAL

- (1) The Association shall have a common seal upon which its corporate name shall appear in legible characters.

- (2) The seal shall not be affixed to any deed instrument or document except under and by virtue of the authority of the Board. The affixing of the seal shall be attested by two persons authorised by the Board.
- (3) The seal shall be kept in the custody of the Public Officer or such other person as the Board may from time to time decide.

18. MEETINGS

Annual General Meeting

- (1) The Board shall call an annual general meeting in accordance with the Act and these rules.
- (2) The annual general meeting shall be held within five (5) months after the end of the Association's financial year.
- (3) The order of business at the annual general meeting shall be:
 - (a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - (b) the appointment of auditors, if required
 - (c) the consideration of the accounts and reports of the Board and the auditor's report (if auditor's report is required); and
 - (d) any other business requiring consideration by the Association in general meeting.

Special General Meeting

- (4) The Board may call a special general meeting of the Association at any time.
- (5) Upon a requisition in writing of not less than five (5) per cent of the total number of members of the Association the Board shall within one (1) month of the receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- (6) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (7) If a special general meeting is not convened within one month as required by sub-rule (5), the requisitionists may convene a special general meeting. Such meeting shall be convened in the same manner as a meeting convened by the Board and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expense of convening and conducting such a meeting shall be borne by the Association.

Notice of General Meeting

- (8) At least twenty-one (21) days' notice of any general meeting, including any meeting at which a special resolution is to be proposed, shall be given to members. The notice shall be set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- (9) A notice may be given by the Association to any member by serving the member with the notice personally, by sending it by post to the address appearing in the register of members or by e-mail to the e-mail address appearing in the register of members.
- (10) Subject to rule 18(11), a notice is deemed effective:
 - (a) if delivered in person, upon delivery to the recipient;
 - (b) if sent by email, one (1) Business Day after the date shown on the email of the sender, unless:
 - (i) the sender receives an automated notification that the email has not been received by the intended recipient, in which case the notice is deemed to not have been served at the time of sending; or

- (ii) receipt is acknowledged by the recipient sooner than one business day, in which case the notice is deemed to have been served at the time of the recipient is acknowledged;

(c) if sent by post, three (3) Business Days (or six (6) Business Days if posted outside Australia) after the date of posting to the addressee.

- (11) If the notice is delivered or received on a day which is not a Business Day, it is taken to have been delivered or received on the following Business Day and, if delivered or received after 5:00pm (addressee's time), then notice is taken to have occurred at 9:00am on the following Business Day.

19. PROCEEDINGS AT GENERAL MEETINGS

- (1) Five Members present personally or by proxy shall constitute a quorum at any general meeting.
- (2) If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.
- (3) The presence of a Member at a general meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by conference telephone, video conferencing facility or any other form of communication equipment or by a combination of such methods. No member may leave a general meeting held in accordance with this rule by disconnecting his or her means of communication, unless he or she has previously obtained the express consent of the chairperson of the meeting.
- (4) A Member who participates in a general meeting as allowed under rule 19(3) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.
- (5) The chairperson of the Board shall preside as chairperson at every general meeting of the Association. If the chairperson is not present within five (5) minutes after the time appointed to hold the meeting or is unwilling or unable to preside over a general meeting, the remaining Members shall appoint another Board member to preside as chair for that general meeting only.
- (6) The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (7) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.
- (8) Every member of the Association has only one vote at a meeting of the Association.
- (9) A Member shall be entitled to appoint in writing a natural person who is also a Member of the Association to be their proxy, and attend and vote at any general meeting or special general meeting of the Association.
- (10) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (11) Subject to these rules, a question for decision at a special general meeting or required by a special resolution, must be determined by a majority of not less than three quarters of the Members who vote in person or, where proxies are allowed, by proxy at that meeting.
- (13) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall

unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

- (13) If a poll is demanded by the chairperson of the meeting or by three (3) or more Members present personally or by proxy, it shall be taken in such a manner as the chairperson directs. The result of such poll shall be the resolution of the meeting.
- (14) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

20. MINUTES

- (1) Proper minutes of all proceedings of meetings of the Association, of meetings of the Board and of meetings of the Board Selection Committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- (3) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

21. ACCOUNTS

- (1) The Association shall keep and retain accounts of all sums of money received and expended by the Association and of the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Association and shall prepare annually a balance sheet and financial statement of the Association for the past financial year and shall have such balance sheet and financial statement audited by the auditors.
- (2) The income and capital of the Association shall be applied exclusively to the promotion of its objects, and no portion shall be paid or distributed directly or indirectly to Members or their associations except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

22. DISPUTE RESOLUTION

- (1) The dispute resolution procedure set out in this rule applies to disputes under these rules between:
 - (a) a Member and another Member; or
 - (b) a Member and the Association.
- (2) The parties to a dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 20 business days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

23. GIFT FUND

- (1) For the purposes of pursuing its objects as set out in rule 3 above, the Association will establish and maintain a gift fund:
 - (a) to which gifts of money or property for that purpose are to be made;
 - (b) to which any money received because of those gifts is to be credited; and

(c) that does not receive any other money or property.

(the "Gift Fund")

(2) The Association must use:

(a) gifts made to the Gift Fund; and

(b) any income received as a result of those gifts only for the attainment of its objects as set out in rule 3 above.

(3) At the first occurrence of:

(a) the winding up of the Gift Fund; or

(b) the revocation of the Association's deductible gift recipient endorsement under Division 30 of the Income Tax Assessment Act 1997

any surplus assets of the Gift Fund must be transferred to another institution or corporation in Australia which is a public benevolent institution for the purposes of any taxation law of the Commonwealth.

24. WINDING UP

If the Association is wound up:

(1) Each Member and each person who ceased to be a Member in the preceding year undertakes to contribute to the property of the Association for the:

a) payment of the debts and liabilities of the Association and payment of the costs, charges and expenses of winding up; and

b) adjustment of the rights of the contributories amongst themselves,
provided that such amount as may be required will not exceed \$5.00.

(2) Subject to rule 23, if any 'surplus assets', as that term is defined in the Act, remains following the winding up of the Association, the surplus assets will not be paid to or distributed amongst Members, but will be distributed to another institution or corporation which has:

(a) objects which are similar to the objects of the Association as set out in rule 3;

(b) a constitution which requires its income and property to be applied in promoting its objects;
and

(c) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Association by rule 4.

(3) The identity of the corporation or institution is to be determined by a resolution of the Members in a general meeting and failing such resolution, by application to the Supreme Court for determination.

25. TRANSITIONAL PROVISIONS

(1) This Constitution will be read and construed in such manner that:

a. every Board member in office immediately before the adoption of this Constitution will continue in office for the remainder of their current term. Any further appointment beyond their current term will be subject to the provisions of clause 10(4) above.