

# **CONSTITUTION OF THE PAKISTAN MEDICAL ASSOCIATION, SOUTH AUSTRALIA INCORPORATED**

## **I. NAME**

The name of the Association shall be Pakistan Medical Association (South Australia) Incorporated, hereinafter referred to as 'the Association'.

## **II. REGISTERED OFFICE**

The registered office of the Association shall be *in Adelaide in* the state of South Australia.

## **III. OBJECTS**

1. To promote health issues affecting the Pakistani community in South Australia.
2. To protect and preserve the professional, academic and economical independence of members of the Association.
3. To promote professional standards among members.
4. To provide a forum for professional and social exchange among members.
5. To promote and facilitate continuing medical education and research.
6. To respond to community issues affecting members.
7. To promote mutual understanding and to liaise with other medical organisations.
8. To provide support for it's members sitting in various Australian medical exams and provide orientation to Australian Health System.
9. To hold CME activities/meetings.

## **IV. GENERAL MEMBERSHIP**

General membership of the Association is open to a person who

- a. is a health provider in a state or territory of the Commonwealth of Australia, who subscribes to the objects of the Association, and who agrees to abide by the rules and regulations formed time to time applicable to its members;

- b. Has been nominated for membership.
- c. Has been approved for membership by the Management Committee of the Association.

## **V. NOMINATION FOR GENERAL MEMBERSHIP**

1. Nomination for General Membership
  - a. shall be made by two General Members in writing in such form as prescribed by the Management Committee from time to time and
  - b. shall be lodged with the Secretary of the Association.
2. Upon receiving a nomination for membership the Secretary shall refer it to the Management Committee for consideration.
3. Upon approval of the nomination, the Secretary shall notify the nominee and request payment of the appropriate entrance fee and annual subscription within 28 days.
4. Upon receipt of these fees the Secretary shall enter the nominee name in its register of General Members.

## **VI. CESSATION OF GENERAL MEMBERSHIP**

A person ceases to be a General Member of the Association if he/she:-

- a. is deceased;
- b. resigns;
- c. fails to pay outstanding membership fees within two calendar months of the due date;
- d. is expelled from the Association as decided by the management committee;
- e. is a deregistered health practitioner in any state or territory of the Commonwealth of Australia.

## **VII. CATEGORIES OF MEMBERSHIP**

Membership shall be classified into four categories.

1. General Members - enjoy full voting rights and entitled to be nominated and elected to the Management Committee.
2. Associate Members - restricted to persons who have attained a basic medical qualification and have provisional or restricted registration to practice medicine in a state or territory of the Commonwealth of Australia.
3. Student Members - open to all medical students in South Australia.

Procedure for membership application of Associate and Student members will be as in Article IV *and* V, but they will have no voting rights nor be eligible to hold office in the Management Committee.

4. Honorary Members. This membership shall be conferred at the discretion of the Management Committee. Honorary Members will enjoy all the benefits of membership, but will have no voting rights nor be eligible to hold office in the Management Committee.

## **VIII. RESIGNATION OF MEMBERSHIP**

Resignation of membership shall be provided in writing to the Secretary of the Association.

## **IX. REGISTER OF MEMBERS**

1. The Secretary of the Association shall establish and maintain a register of members.
2. This register shall be kept at the principal place of administration of the Association.

## **X. FEES, SUBSCRIPTION**

1. Any person who is admitted to membership of the Association shall pay an entrance fee as determined by the Management Committee from time to time.
2. In addition to any amount payable under sub-clause 1 (above), a member of the Association shall pay annual membership fee, as the Management Committee shall from time to time determine.

3. Annual subscription fee shall fall due on the 1st July every year.
4. All fees paid are non-refundable.

## **XI. INDEMNITY OF MANAGEMENT COMMITTEE MEMBERS**

Management Committee members shall be indemnified out of the funds of the Association for any liability incurred by them in the bona fide execution of their duties under this constitution.

## **XII. LIABILITY OF MEMBERS**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clause X herein.

## **XIII. DISCIPLINING OF MEMBERS**

1. Where the Management Committee is of the opinion that a member of the Association has
  - a. persistently refused or neglected to comply with provision(s) of the constitution, or
  - b. persistently or willfully acted in a manner prejudicial to the interest of the Association, the Management Committee may by resolution
  - c. expel the member from the Association, or
  - d. suspend the member from membership of the Association for a specified period.
2. Where a resolution is passed under sub-clause 1, the Secretary shall serve a notice on the member setting out the following:
  - a. the resolution of the Management Committee and the grounds on which it is based;
  - b. the member's right to address the Management Committee at a meeting to be convened 14-28 days of service of the notice;

- c. the date, place and time of the meeting,
  - d. the member's right to
    - i. attend and speak at the meeting, or
    - ii. submit to the Management Committee a written representation relating to the resolution prior to the meeting or at the meeting, or
    - iii. Do both.
3. At the meeting held in accordance with Clause 2, the Management Committee shall
- a. give the member an opportunity to make oral and written representation.
  - b. by resolution, determine whether to confirm or revoke the first resolution.
4. Where the Management Committee confirms a resolution under sub-clause 3, the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Clause XIV.
5. A resolution confirmed by the Management Committee under sub-clause 3 will not take effect
- a. until the expiration of the period of appeal, or
  - b. Where the member exercises his right of appeal until the Association confirms the resolution in accordance with Clause XIV (3).

#### **XIV. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

1. A member may appeal to the Association in a Special General meeting against a resolution of the Management Committee which has been confirmed under Clause XIII (3), within 21 days after the notice of the resolution is served on the member by lodging with the Secretary a notice to that effect, with the support of 25 ordinary members.
2. At the Special General Meeting convened
  - a. no business other than the question of the appeal shall be transacted;
  - b. the Management Committee and the member shall be given the opportunity to state their cases orally or in writing or both;
  - c. The Ordinary Members present shall vote by secret ballot allowing or

dismissing the appeal.

3. If by special resolution the Association dismisses the appeal, the resolution of the Management Committee shall be deemed to be confirmed and that decision of the special resolution of the Association will be final and conclusive.

## **xv. MANAGEMENT COMMITTEE**

1. The management of the Association shall be vested in a Management Committee consisting of at least 6 General members of the Association: **4 elected members of the executive committee and 2 nominated by the EC.** They shall be elected by the Ordinary Members at a properly constituted Annual General Meeting.
2. Committee Members shall hold office **for two years**, until the subsequent **election**.
3. The actual number of succeeding Management Committee members shall be determined by *the* incumbent Management Committee.
4. The Management Committee may by resolution form sub-committees with power to co-opt any person to serve in such sub-committees for any purpose, and for such length of time as in its opinion is in the interest of the Association provided that every such sub-committee is chaired by a member of the Management Committee. The President and the Vice-President shall be ex-officio members of every sub-committee.
1. No member of the Management Committee shall be appointed to any salaried office of the Association or be paid fees or receive remuneration or *any* other benefits in money or money's worth except for the reimbursements of out-of-pocket expenses properly incurred in the discharge of the business of the Association and payments of interest at a rate not exceeding the prime rate currently chargeable by commercial banks in Adelaide for money lent to the Association, and reasonable rent for premises rented to the Association.

## **xvi. OFFICE-BEARERS**

1. The Management Committee shall consist of the following office-bearers:

- a. The President
  - b. Vice-President
  - c. The Treasurer
  - d. The Secretary
  - e. Immediate Past President.
  - f. Such other additional office-bearers as shall be decided by the elected Management Committee members pursuant to the provisions in Clause XV (3).
2. The Management Committee members shall be elected at the Annual General Meeting.
  3. In the event of a casual vacancy occurring, the committee may appoint a General Member to fill the vacancy and the person so appointed shall hold office until the conclusion of the next Annual General Meeting.
  4. 'Nominees for the position of the President should come from within the Management Committee or the advisory board. In the event of no nominees being forthcoming from the Management Committee or the advisory board, then the position is open to any general member who has been with the Association for at least 12 months.'
  5. No member shall hold the office of ***EC at the same position for more than two consecutive terms (Note: A term is described as two years or until the next subsequent election).***
  6. ***No EC member shall be elected for the same position for more than three terms.***

***IN CASE OF RESIGNATION/LEAVE/INTERSTATE/OVERSEAS/MOVE OF ONE OF THE EC MEMBERS.***

***Rest of the EC will adjust accordingly and may appoint any full member for the duration of the remaining term, if needed.***

## **XVII. PROCEEDINGS OF THE MANAGEMENT BOARD**

1. The Management Board shall meet at least once every two months to dispatch the business of the Association. The President or the Secretary may at the request of any two members of the Management Committee call a meeting of the committee at any time.
2. Matters arising at any committee meeting shall be decided by a majority of those present which shall for all purposes be a determination of the committee. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

## **XVIII. CASUAL VACANCIES**

A casual vacancy in the office of a member of the Management Committee occurs if the member:

- a. ceases to be a member of the Association;
- b. Becomes an insolvent under administration within the meaning of the South Australia Companies Code (and other states as well??);
- c. resigns office by notice in writing given to the Secretary;
- d. becomes mentally ill or otherwise becomes legally incapacitated;
- e. is absent from meetings of the committee for more than four months without leave of the committee;
- f. has direct or indirect interest in any contract or proposed contract with the Association without declaring such interest to the Committee;
- g. Is removed from office upon a resolution passed by at least two thirds (2/3) majority of members at a Special General Meeting.

## **XIX. ANNUAL GENERAL MEETING**

The Annual General Meeting of members shall be held within the period commencing the first day of August to the thirty-first day of October *and the EC election after every*



**two years.** In addition to any other business that may be transacted, the business at an Annual General Meeting shall be:

- a. to confirm the minutes of *the* last AGM and of any *special* general meeting held since that meeting;
- b. to receive and consider reports from the Management Committee relating to the activities of the Association during the preceding financial year;
- c. to elect members of the Management Committee;
- d. To receive and consider the statement which is required to be submitted to members pursuant to Section 35 (4) of the Association Incorporation Act 1985.

## **xx. SPECIAL GENERAL MEETING**

Special General Meetings shall be called by the Secretary at the written request of at least 25% of the members of the Management Committee or at the written request of not less than 25 General Members of the Association. The Special General Meeting shall be convened within one month from the date of receipt of the written request.

## **XXI. FINANCIAL YEAR**

The financial year of the Association shall commence on 1st July and end on the 30th June of the subsequent year.

## **XXII. QUORUM**

At a general meeting, the presence of not less than 15 General Members shall form a quorum. No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of such meeting.

At a meeting of the Management Committee, any four members of the committee

constitute a quorum for the transaction of the business of the meeting.

In the event that a quorum is not formed within an hour of the time set down for the meeting, the meeting shall be adjourned at a time within one month of the date of such meeting determined by the members present at that general meeting. If at such adjourned meeting a quorum is not formed, those members present shall be deemed to be a quorum.

### **XXIII. PROCEEDINGS AT GENERAL MEETING**

1. The President, or in his absence, the Vice-President shall preside at every general meeting of the Association. But if they are not present within fifteen minutes of the time set down for the meeting, or are unwilling to take the chair, then the members present shall elect amongst themselves an Ordinary Member to be the chairperson of the meeting, by a Simple majority.
2. The chairperson, when directed by a resolution of the members present at the meeting may adjourn such meeting to a time and venue determined by the meeting, provided however, that no new business shall be transacted at any such adjourned meeting, other than the business left unfinished at the meeting so adjourned. In the event that the adjournment exceeds thirty days, a notice in writing of the adjourned meeting shall be given to all members. An agenda of business to be transacted in such meeting shall not be required.
3. At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands, unless before the vote is taken a secret ballot is demanded by the chairperson or by at least three members present. A declaration by the chairperson that a resolution has been carried, either unanimously or by any other majority or lost and an entry to that effect in the MINUTES BOOK of the proceedings of the Association shall be conclusive evidence of the result of the vote.
4. Every General Member of the Association present at a general meeting or by proxy shall have one vote. In the case of equality of votes, the chairperson shall have a

second or casting vote.

5. Proxies shall be deposited with the secretary prior to the commencement of a general meeting.

Each proxy shall as nearly as circumstances will admit be in or to the effect of the following form:

I, \_\_\_\_\_ of \_\_\_\_\_ being a General Member of the Pakistan Medical Association of South Australia hereby appoint \_\_\_\_\_ of or failing him, \_\_\_\_\_ of \_\_\_\_\_ as my ~~proxy to vote for me~~ on my behalf at the (Annual or Special as the case may be) General Meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and at any adjournment thereof. \_\_\_\_\_

I direct that my proxy shall vote as follows:

Signed, this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

#### **XXIV. NOTICE OF MEETINGS AND NOMINATIONS**

1. The Secretary shall give at least fourteen (14) days notice in writing of all General Meetings to the members of the Association, denoting the time, day, venue and the agenda of the meeting indicating the nature of the business to be transacted.
2. Nominations for members of the Management Committee are to be made in writing. Nomination forms are to be issued together with the notice of the AGM. Nomination forms must be duly signed by the nominators and the nominee and must reach the Secretary no later than seven (7) days before the date of the scheduled AGM.

#### **XXV. FUNDS**

1. The funds of the Association shall be derived from entrance fee and annual subscriptions of members, donations and such other sources as the Committee

determines.

2. The Association shall establish a cheque account with a major bank in Adelaide to be determined by the Management Committee at its first meeting.
3. The President, the Vice-President, the Secretary and the Treasurer for the time being of the Association shall be the authorised persons to sign all cheques and to make payments on behalf of the Association. All cheques must be signed by any two of the authorised persons.
4. All monies received by the Association must be deposited promptly in the Association's bank account and appropriated receipts must be issued.
5. All payments in excess of hundred dollars (\$100.00) made by the Association shall be by cheque.
6. The Management Committee does not have the authority to commit the Association to any major financial transaction, the total aggregate sum of which should not exceed \$100,000 in anyone financial year without the approval of the membership at a General Meeting of the Association.

## **XXVI. AUTHORIZATION OF PAYMENTS**

All accounts shall be presented to, and approved for payment at a Management Committee meeting and full details of such approval shall be entered in the MINUTES BOOK of the committee.

## **XXVII. AUDIT**

1. The auditor(s) shall be elected at the Annual General Meeting. The auditor (s) shall examine all accounts, vouchers, receipts, books, etc. and furnish a report to the members at the Annual General Meeting. Audits are to be conducted at regular intervals at the discretion of the auditor(s).

2. The auditor(s) shall not be a member or relative of a member of the Management Committee.
3. Subject to sub-clause (4) hereunder, notice of intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty-one (21) days before the Annual General Meeting, and if he/she so wished, be heard at the AGM.
4. When the current auditor submits his/her resignation or notifies the Secretary of his/her intention not to seek re-election, sub-clause (3) above shall not apply.
5. In the event that the auditor fails to audit the accounts as required in Clause XXVII (1), without reasonable cause, the President shall report to the Annual General Meeting and the members present may resolve to remove the auditor from the position and appoint another auditor with immediate effect.

## **XXVIII. MINUTES**

The Management Committee shall cause minutes to be kept

- a. of all appointments of office-bearers and members of committees;
- b. of the names of all the members present at meetings of the Association and the Committees;
- c. of all proceedings at all meetings of the Association and the Committees.

Such minutes shall be signed by the chairperson of the meeting during which the proceedings took place or by the chairperson of the succeeding meeting.

## **XXIX. AMENDMENT OF THE CONSTITUTION**

The statement of objects and the articles in this constitution may be altered, rescinded or added to, only by a special resolution passed by a three quarters (3/4) majority of members who are entitled to vote, or by written proxy, at any general meeting provided not less than 28 days written notice of the proposed amendment(s) has been given.

**xxx. NEW MEMBERS TO BE GIVEN CONSTITUTION**

A copy of the constitution shall be presented to every new member.

**XXXI. WINDING UP OF THE ASSOCIATION**

The Association shall not be wound up or dissolved except at a General Meeting of the Association specially convened for this propose and by resolution carried by a three fourth (3/4) majority of the votes recorded therein. In the event that upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution(s) having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its/their property among its/their members, such institution(s) to be determined by the members of the Association at or before the time of dissolution or winding up, or in default thereof by the Chief Justice of such court as may have or acquired jurisdiction in the matter.

**XXXII. PROHIBITION AGAINST DISTRIBUTION TO MEMBERS**

Income and property of the Association whensoever's derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association or reasonable and proper rent for

premises let by any member of the Association.

### **XXXIII. COMMON SEAL**

The Management Committee shall provide for the safe custody of the Common Seal, and it shall not be used except in pursuance of a resolution of the Management Committee and *in* the presence of at least one member of the Management Committee and the Secretary of the Association who shall sign every instrument to which the seal is affixed.

### **XXXIV. BYLAWS**

The Association in General Meeting shall have full power to make, alter or repeal By-Laws on such matters relating to the affairs of the Association or for the purposes of carrying out its objects.

