

# Constitution

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Note: The following is a copy of the AMWA constitution as prepared in 1993, except that 'Australian' has been changed to 'Australasian'. The appendices are not included.

ASSOCIATIONS INCORPORATION ACT 1984 (N.S.W.)

## **STATEMENT OF OBJECTS AND RULES OF THE AUSTRALASIAN MEDICAL WRITERS ASSOCIATION INCORPORATED**

The following pages set out the Objects and Rules of the

Australasian Medical Writers Association Incorporated referred to in the ASC Form 401 dated 27 May 1993 and signed by me. RAELENE ALLEN

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## STATEMENT OF OBJECTS

The objects of the Association are: To improve the quality and practice of medical journalism and to improve the relationships and understanding between medical journalists and the medical and health professions.

## RULES OF THE AUSTRALASIAN MEDICAL WRITERS ASSOCIATION INCORPORATED

### PART I - PRELIMINARY

#### *Interpretation*

1. (1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires -

"Ordinary Member" means a member of the association pursuant to rule 2;

"secretary" means

(a) the person holding office under these rules as secretary of the association; or

(b) where no such person holds that office - the public officer of the association;

"special general meeting" means a general meeting of the association other than an annual general meeting;

"the Act" means the Associations Incorporation Act, 1984;

"the Regulation" means the Associations Incorporation Regulation, 1985.

(2) In these rules

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

### PART II - MEMBERSHIP

#### *Membership qualifications*

2. A person is qualified to be a member of the association if, but only if

(a) The person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or

(b) The person is a natural person who -

(i) has been nominated for membership of the association as provided by rule 3; and

(ii) has been approved for membership of the association by the committee of the association.

(c) In the case of an Ordinary Member -

- (i) any person who is a medical writer, journalist or editor in the media, including professional publications, shall be eligible for membership, except that no person whose sole work is directed to the promotion of a product or a commercial organisation is eligible for Ordinary Membership.
- (ii) the person shall adhere to the Code of Ethics as amended by the association (Appendix 3).
- (d) In the case of an Affiliate Member, the person is one who supports the aims of the association but who is not eligible for Ordinary Membership.
- (e) In the case of a Lifetime Member a general meeting of the association has by unanimous decision, provided due notice has been given, granted Lifetime Member Status to an Ordinary or Affiliate Member who in its opinion has given outstanding and meritorious service to the association and/or its objectives. Such member shall not be required to pay subscriptions or membership fees due under rule 8 and shall retain all rights and privileges applicable to his/her previous membership status.
- (f) In the case of an Honorary Member a general meeting of the association has by unanimous decision, provided due notice has been given, granted Honorary member Status to a non-member who in its opinion has given outstanding or meritorious service to the association and/or its objectives.

### ***Nomination for Membership***

3. (1) An application of a person for membership of the association -
  - (a) shall be made in writing in the form set out in Appendix 1 to these rules; and
  - (b) shall be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.
- (3) Where the committee determines to approve an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) Where the committee determines to reject an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that refusal, including the reasons for such refusal and refund any monies paid by the applicant at that time.
- (5) The secretary shall, on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

### ***Cessation of membership***

4. A person ceases to be a member of the association if the person -
  - (a) dies;

- (b) resigns that membership; or
- (c) is expelled from the association.

***Membership entitlements not transferable***

5. A right, privilege or obligation which a person has by reason of being a member of the association -
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of the person's membership.

***Resignation of membership***

6. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

***Register of members***

7. (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member and whether the person is an Affiliate or Ordinary Member.
- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

***Fees, subscriptions, etc***

8. (1) A member of the association shall, upon admission to membership, pay to the association a fee of \$1 or, where some other amount is determined by the committee, of that other amount.
- (2) In addition to any amount payable by the member under clause (1), an Ordinary Member of the association shall pay to the association an annual membership fee of \$30.00 and an Affiliate Member shall pay to the Association an annual membership fee of \$25.00 or, where some other amount is determined by the committee, of that other amount -
- (a) except as provided by paragraph (b), before 1st July in each calendar year; or
  - (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

### ***Members' liabilities***

9. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, 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 rule 8.

### ***Disciplining of members***

10.(1) Where the committee is of the opinion that a member of the association -

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,

the 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) A resolution of the committee under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.

(3) Where the committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member -

- (a) setting out the resolution of the committee and the grounds on which it is based;
- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;

and

- (d) informing the member that the member may do either or both of the following:-
  - (i) attend and speak at that meeting;
  - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

(4) At a meeting of the committee held as referred to in clause (3), the committee shall -

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

(5) Where the committee confirms a resolution under clause (4), 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 rule 11.

(6) A resolution confirmed by the committee under clause (4) does not take effect -

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 11(4).

***Right of appeal of disciplined member***

11. (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under rule 10(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause (2) -
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

**PART III - THE COMMITTEE**

***Powers, etc., of the committee***

12. The committee shall be called the committee of management of the association and, subject to the Act, the Regulations and these rules and to any resolution passed by the association in general meeting -
- (a) shall control and manage the affairs of the association;
  - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
  - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

***Constitution and membership.***

13. (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee shall consist of -
- the office-bearers of the association;
  - 2 Ordinary Members; and
  - 1 Affiliate Member,
- each of whom shall be elected at the Annual General Meeting of the association pursuant to rule 14.

- (2) The office-bearers of the association shall be -
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer; and
  - (d) the secretary.
- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) Upon the election of committee at the Annual General Meeting the committee (as elected) shall take a vote as to whether or not the committee wishes to have as a voting member of the committee the immediate past president of the association. Such vote shall be required to be passed by a majority of 51%.

#### ***Election of members***

- 14.(1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee -
  - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place;
  - (c) in the case of nominations for the Affiliate Member such nominations shall be made and signed by two other Affiliate Members; and
  - (d) in the case of nominations for committee members other than the Affiliate Member nominations shall be made and signed by Ordinary Members.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held. In the case of the ballot for the Affiliate Member only other Affiliate Members shall be entitled to vote. Affiliate Members are not entitled to vote for committee members other than the Affiliate Members.

(6) The ballot for the election of office-bearers Ordinary Members, and the Affiliate Member of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

(7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

### ***Secretary***

15. (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes of -

- (a) all appointments of office-bearers and members of the committee;
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### ***Treasurer***

16. It is the duty of the treasurer of the association to ensure that -

- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

### ***Casual vacancies***

17. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member -

- (a) dies;
- (b) ceases to be a member of the association;
- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 18;
- (f) 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; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

### ***Removal of member***

18. (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office

and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### ***Meetings and Quorum***

19.(1) The committee shall meet at least 4 times in each period of 12 months at such place and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 4 members (not including the Affiliate Member) of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

(8) At a meeting of the committee -

(a) the president or, in the president's absence, the vice-president shall preside; or

(b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

### ***Delegation by committee to sub-committee***

20.(1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than -

(a) this power of delegation; and

- (b) the function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

#### ***Voting and decisions***

- 21.(1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting excepting any Affiliate Member who will not have any voting rights.
- (2) Each member present at a meeting (excepting any Affiliate Member) of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of any equality of votes on any question, the president may exercise a second or casting vote.
- (3) Subject to rule 19(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

#### **PART IV - GENERAL MEETINGS**

##### ***Annual general meetings - holding of***

- 22. (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting -
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 2 months after the expiration of the first financial year of the association.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the commission under section 26(3) of the Act.

***Annual general meetings - calling of and business at***

23. (1) The annual general meeting of the association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since the meeting;
- (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
- (c) to elect office-bearers of the association and Ordinary and Affiliate Members of the committee; and
- (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.

(3) An annual general meeting shall be specified as such in the notice convening it.

***Special general meetings - calling of***

24. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

(2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members (not including Affiliate Members), convene a special general meeting of the association.

(3) A requisition of members for a special general meeting -

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisitions;
- (c) shall be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

***Notice***

25.(1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to

each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) Where the nature of the business proposed to be dealt with at the general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23(2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### ***Procedure***

26. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five members, present in person (being members entitled under these rules to vote at a general meeting), constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (not being Affiliate Members) (being not less than 3) shall constitute a quorum.

### ***Presiding member***

27.(1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the association.

(2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson