



## **AUSTRALIAN MILITARY MEDICINE ASSOCIATION**

### **PROPOSED AMENDMENTS TO STATEMENT OF PURPOSES AND RULES**

You are hereby advised of the following proposed amendments:

#### **Clause 2.16 Statement of Purpose**

That the words “life member” be amended to “emeritus member” wherever they occur in the Statement of Purposes and Rules.

#### **Purpose of Amendment**

The purpose of this amendment is align the wording of the title of “emeritus member” consequential to the amendment to Clause 2.4.2 at the 2008 Annual General Meeting.

#### **That Clause 2.4.7 Membership Rights be amended**

- (a) A person –
  - (i) becomes a member of the association when his or her name is entered in the register of members; and
  - (ii) ceases to be a member of the association when his or her name is removed from the register of members.
  
- (b) Any right, privilege or obligation of a person as a member of the association –
  - (i) is not capable of being transferred to another person; and
  - (ii) terminates on the cessation of the membership.
  
- (c) A member of the association is not liable to contribute toward the payment of the debts and liabilities of the association or the costs, charges, and expenses of a winding up of the association.

#### **Purpose of amendment**

The purpose of this amendment is to limit the liability of members towards contributing to the costs of the winding up of the Association if that were to occur.

## **2.7 TERMINATION OF MEMBERSHIP**

**That Clause 2.7.2(d) be amended to read:**

- (d) If the council expels a member from the association, the Secretary of the association, without undue delay, is to cause to be served on the member a notice in writing –
  - (i) stating that the council has expelled the member; and
  - (ii) specifying the grounds for the expulsion; and
  - (iii) informing the member of the right to appeal against the expulsion under rule 2.7.3.

**That Clause 2.7.2(e) be repealed; and**

**That a new Clause 2.7.3 be inserted as follows:**

### **2.7.3 Appeal against expulsion**

- (a) A member may appeal against an expulsion under rule 2.7.2 by serving on the Secretary of the association, within 14 days after the service of a notice under rule 2.7.2(d), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (b) On receipt of a requisition, the Secretary is to immediately notify the council of the receipt.
- (c) The council is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (d) At a special general meeting convened for the purpose of hearing an appeal under this rule –
  - (i) no business other than the question of the expulsion is to be transacted; and
  - (ii) the council must place before the meeting details of the grounds of the expulsion and the council's reasons for the expulsion; and
  - (iii) the expelled member must be given an opportunity to be heard; and
  - (iv) the members of the association who are present or by proxy in accordance with clause 2.8.9 are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (e) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
  - (i) the expulsion is lifted; and
  - (ii) the expelled member is entitled to continue as a member of the Association.
- (f) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
  - (i) the expulsion takes effect; and
  - (ii) the expelled member ceases to be a member of the association.

### **Purpose**

The purpose of this amendment is to specify the procedures to be followed in the event that Council resolves to expel a member from the Association.

## **2.9 GOVERNING BODY OF THE ASSOCIATION**

### **That a new Clause 2.9.1(e) be inserted:**

- (e) For the purposes of these rules, the office of an officer of the association, or of an ordinary council member, becomes casually vacant if the officer or council member –
  - (i) dies; or
  - (ii) becomes bankrupt, or enters any arrangement under bankruptcy legislation; or
  - (iii) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
  - (iv) resigns office in writing addressed to the council; or
  - (v) is absent from 3 consecutive meetings of council without the approval of the council; or
  - (vi) ceases to be a member of the association; or
  - (vii) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the Secretary of the association stating that officer or member of the council has ceased to be a financial member of the association.

### **Purpose**

The purpose of this amendment is to specify the circumstances in which the office of a Council member or officer of the Association becomes casually vacant.

### **That a new Clause 2.9.4 be inserted:**

#### **2.9.4 Disclosure of interests**

- (a) If a member of the council or a member of a committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the council or committee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the council or committee as the case may be.
- (b) If at a meeting of the council or a committee a member of the council or committee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

### **Purpose**

The purpose of this amendment is to specify the management of direct or indirect pecuniary interests of a member of Council or an Association committee.

### **That a new Clause 2.9.5 be inserted:**

#### **2.9.5 Executive Committee**

- (a) The President, the Vice-President, the Treasurer and the Secretary constitute the executive committee.

- (b) During the period between meetings of the council, the executive committee may issue instructions to the Secretary and servants of the association in matters of urgency connected with the management of the affairs of the association.
- (c) The executive committee is to report on any instructions issued under sub-rule 2.9.5(b) to the next meeting of the council.

### **Purpose**

The purpose of this amendment is to establish an Executive committee of the Association Council.

### **That a new Clause 2.9.6 be inserted:**

#### **2.9.6 Corporate Manager**

- (a) The council may approve the engagement of an individual or an Australian company registered under the *Corporations Act 2001 (Cth)* to perform the day to day management of the association.
- (b) The Secretary is responsible for supervising the activities of the Corporate Manager.

### **Purpose**

The purpose of this amendment is to formalise the arrangements for the day-to-day management of the Association's affairs by a person or company acting under the supervision of the Secretary.

## **2.10 TREASURERS DUTIES**

### **That Clause 2.10(a) be amended to read:**

- (a) It is the responsibility of the Treasurer of the association to:
  - (i) provide advice to the council on the current and future financial position of the association and any measures that need to be considered or implemented to ensure its financial viability;
  - (ii) oversee the management of the association's finances, including ensuring the prompt and correct payment of accounts, the receipt and depositing of payments, the transfer of funds within the association's accounts to maximise the interest return; and
  - (iii) oversee the keeping of correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditures connected with the activities of the association.

### **Purpose**

The purpose of this amendment is to set out the principle responsibilities of the Treasurer.

### **That a new Clause 2.18 be inserted**

## **2.18 ACCOUNTS BOOKS AND RECORDS**

### **2.18.1 Accounts**

- (a) True accounts are to be kept of the following:
  - (i) each receipt or payment of money by the association and the matter in respect of which the money was received or paid; and
  - (ii) each asset or liability of the association.
- (b) The Treasurer of the association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the association in the form and manner the council determines.
- (c) The accounts, books and records are to be kept at the association's office or at any other place the council determines.

### **2.18.2 Inspection by members**

The accounts are to be open to inspection by the members of the association at any reasonable time, and in any reasonable manner, determined by the council.

### **2.18.3 Banking and finance**

- (a) Bank account arrangements are to be determined and authorised by council on the advice of the Treasurer.
- (b) The Treasurer is responsible for opening and managing the accounts as determined and for ensuring that the disbursement of the association's cash assets is such as to maximise the interest return.
- (c) All accounts are to be accessible electronically to with the facility for electronic deposits, payments and transfers.
- (d) The council will from time to time determine the signatories/authorised electronic users of any bank account established. Signatories/authorised electronic users may include the principal and specified employees of the Corporate Manager.
- (e) Only one signatory/authorised user is required to sign/authorise payments.
- (f) Payments must wherever possible be made electronically.
- (g) A monthly report of bill payments is to be provided to the Treasurer.
- (h) The Corporate Manager is to manage the prompt banking of funds received. A weekly report of these transactions is to be provided to the Treasurer.
- (i) For the avoidance of any doubt, clauses 8(1) to (7) inclusive of the Model Rules under the *Associations Incorporation (Model Rules) Regulations 2007* are excluded.

### **Purpose**

The purpose of this amendment is to set out the requirements for the management of the Association's finances, including banking and record keeping.

**That a new Clause 2.19 be inserted:**

**2.19 AUDITOR**

- (a) At each annual general meeting, the members of the association present at the meeting are to appoint a person as the auditor of the association.
- (b) If an auditor is not appointed at an annual general meeting under subrule 2.19(a), the council is to appoint a person as the auditor of the association as soon as practicable after that annual general meeting.
- (c) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (d) The auditor may only be removed from office by special resolution.
- (e) If a casual vacancy occurs in the office of auditor, the council is to appoint a person to fill the vacancy until the next annual general meeting.

**Purpose**

The purpose of this amendment is to set out the procedures for appointing, removing and managing the casual vacancy of the Association's Auditor.

**That a new Clause 2.20 be inserted:**

**2.20 AUDIT OF ACCOUNTS**

- (a) The auditor is to audit the financial affairs of the association at least once in each financial year of the association.
- (b) The auditor, after auditing the financial affairs of the association for a particular financial year of the association, is to –
  - (i) certify as to the correctness of the accounts of the association; and
  - (ii) at the next annual general meeting, provide a written report to the members of the association present at that meeting.
- (c) In the report and in certifying to the accounts, the auditor is to –
  - (i) specify the information, if any, that he or she has required under sub-rule 2.20(e)(ii) and obtained; and
  - (ii) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the association according to the information at his or her disposal; and
  - (iii) state whether the rules relating to the administration of the funds of the association have been observed.
- (d) The Secretary of the association is to deliver to the auditor a list of all the accounting records, books and accounts of the association.
- (e) The auditor may –

- (i) have access to the accounting records, books and accounts of the association; and
- (ii) require from any servant of the association any information the auditor considers necessary for the performance of his or her duties; and
- (iii) employ any person to assist in auditing the financial affairs of the association; and
- (iv) examine any member of the council, or any servant of the association in relation to the accounting records, books and accounts of the association.

**Purpose**

The purpose of this amendment is to set out the procedures for auditing the Association's accounts.

**That a new Clause 2.21 be inserted:**

**2.21 SERVICE OF NOTICES AND REQUISITIONS**

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

**Purpose**

The purpose of this amendment is to set out the procedures for servicing of notices and requisitions to a person.

**That a new Clause 2.22 be inserted:**

**2.22 DISPUTES**

- (a) A dispute between a member of the association, in the capacity as a member, and the association is to be determined by a single arbitrator in accordance with the provisions of the Commercial Arbitration Act 1986.
- (b) This rule does not affect the operation of rule 2.7.3 headed "Appeal against expulsion".

**Purpose**

The purpose of this amendment is to set out the procedures for resolving disputes between the Association and any of its members, other than in the circumstances of a member appealing against a decision by council to expel them from the Association, which is covered in Clause 2.7.3, as amended.

**These amendments are required to clarify and align the Association's Statement of Purposes and Rules to the 2007 model rules as specified under Section 16 of the *Associations Incorporations Act 1964 (Tas)* which would otherwise apply.**

**Members are advised that voting on these amendments will be taken at the 2010 AGM to be held on Friday 29 October at 4.45 at the National Convention Centre, ACT Canberra and by proxy vote to be submitted to the AMMA Secretariat no later than 27 October 2010**

