

## The AMAQ Foundation

### **INTRODUCTION**

When it decided to establish the AMAQ Foundation the Branch Council of the Queensland Branch of the Australian Medical Association adopted the following statements

### **MISSION STATEMENT**

The AMAQ *Foundation's* mission is to improve medical conditions in areas of need, by raising funds to finance and implement:

- improved or emergency medical services especially in rural and remote areas;
- improved medical education
- vital medical research

### **VISION**

The decision of the AMAQ Branch Council to establish a charitable *Foundation* came through a need to provide additional alternative means for financing essential services to people in need, for medical research, and education.

The AMAQ recognises that there are occasions when additional assistance is necessary for the provision of medical services and treatment to the disadvantaged. The AMAQ *Foundation* is an avenue of help for such people.

The AMAQ places great value on the training of young doctors and medical research in Queensland. Through the AMAQ *Foundation* funds will be available for fellowships, financial assistance to medical students and medical research.

Corporations Law  
A Company limited by Guarantee

CONSTITUTION

of

AMAQ FOUNDATION

(*the Foundation*)

**STATUS**

**1. Application of Corporations Law**

Except so far as a contrary intention appears anywhere in this Constitution:

- (a) Section 110B of the *Corporations Law* is to operate to apply provisions of the *Corporations Law* in the interpretation of this Constitution so far as they can apply and with whatever changes as are necessary as if this Constitution were an instrument made under the *Corporations Law*.
- (b) an expression which is given a general meaning by any provision of the *Corporations Law* has the same meaning in this Constitution; and
- (c) section 110C of the *Corporations Law* (which deals amongst other things with severance of invalid provisions) applies in the interpretation and operation of this Constitution as if it was an instrument made under the *Corporations Law*.

**2. Replaceable rules**

A section or subsection of the *Corporations Law* (except subsection 129(1), sections 135, 140 and 141) whose heading contains the words "replaceable rule" does not apply to the *Foundation* and is displaced.

**3. Company limited by guarantee**

3.1 The *Foundation* is a company limited by guarantee.

3.2 Each Member undertakes to contribute an amount not exceeding 50 cents to the property of the *Foundation* if the *Foundation* is wound up at a time when that person is a Member for:

- (a) payment of the debts and liabilities of the *Foundation* contracted before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the *Foundation*; and
- (c) adjustment of the rights of the contributories among themselves.

## **OBJECTS AND POWERS**

### **4. Objects**

The objects for which the *Foundation* is established are:-

#### ***Vital or Essential Services***

1. To relieve sickness by providing support of various kinds to disadvantaged and needy persons for life-saving medical services and treatment;
2. To provide financial assistance to persons and bodies in disadvantaged remote and rural regions to enable provision of medical services in those regions;
3. To provide funding to disadvantaged students wishing to undertake medical training but unable to do so due to financial hardship;
4. To provide financial assistance to projects and activities approved or promoted by AMAQ designed to enhance provision of existing medical services;
5. To give financial support to persons and bodies providing emergency medical assistance in the case of declared natural disasters within Australia or overseas.

#### ***Incidental Support Services***

6. To assist in the development and promotion of the Medical Benevolent Fund and a doctors health advisory service;
7. Provide funds for medical research projects approved by AMAQ;
8. To provide a coordinated medical advice service to other not-for-profit organisations or to any government or governmental body or authority;
9. To promote and to assist the training of doctors in Queensland through the support of education programs, scholarships, fellowship and other initiatives with financial support and expertise.

### **5. Powers**

The *Foundation* has, subject to the *Corporations Law*, in the exercise of its affairs all the powers necessary to achieve its objects including the power to deal with real and personal property and the power to employ persons.

Without in any way limiting the above the *Foundation* may for the purpose of achieving its objects -

- 1) enter into contracts;
- 2) make charges for services and facilities it supplies;
- 3) collaborate with any other body whether incorporated or not, whose objects are similar to those of the *Foundation*;
- 4) obtain from any Government or Authority any rights, privileges, benefits, and concessions which the *Foundation* may think desirable;

- 5) remunerate any person or body for services rendered to the *Foundation*;
- 6) conduct public appeals for funds, and to solicit and utilise charitable donations and testamentary bequests.
- 7) invest and deal with money of the *Foundation* in any way the Board thinks fit;
- 8) borrow or raise money either alone or jointly with another;
- 9) do other things necessary or convenient to be done in carrying out the *Foundation's* objects;

#### 6. **No Distribution to Members**

The *Foundation* will apply the income and property of the *Foundation* solely towards promoting the objects of the *Foundation* and no portion of the income or property may be distributed or paid to Members by way of dividend or otherwise except for the payment in good faith of:

- (i) reasonable remuneration in consideration for services rendered or goods supplied to the *Foundation* in the ordinary course of business;
- (ii) interest at a reasonable rate on money borrowed by the *Foundation*; or
- (iii) reasonable rent for premises demised or let to the *Foundation*.

Any surplus on a winding up of the *Foundation* is not to be distributed to the members but is to be given to some other body which has objects similar to the objects of the *Foundation* and whose constitution prohibits distributions to its members as determined by the Members of the *Foundation* at or before the dissolution of the *Foundation* or if they do not make such a determination as determined by the Court.

### **MEMBERSHIP**

#### 7. **Classes Of Membership**

The membership of the *Foundation* shall consist of ordinary members, Life or Honorary Members appointed by the Board and any other classes of members as may be set out in the By Laws. The number of ordinary members will be unlimited.

#### 8. **Initial Members**

The first Members of the *Foundation* will be the persons who have consented to be the first Directors of the *Foundation*.

#### 9. **Applications for Membership**

Anyone whether an individual or a body corporate may apply to become a Member of the *Foundation*. Every applicant for membership of the *Foundation* must be proposed by a Member of the *Foundation* and seconded by another Member. An application for membership must be made in writing, signed by the applicant and the applicant's proposer and seconder and be in the form prescribed by the Board of Directors.

## 10. **Membership Fees**

The annual membership fees payable for each class of membership are to be fixed by a resolution of the Board of Directors. The membership fees for each class of membership will be payable at the time and in the manner as the Board from time to time determines. A Member who has not paid their membership fee by the due date may not vote or speak at meetings of Members while that fee remains unpaid.

## 11. **Approval or rejection of Applications**

- 11.1 An application for membership must be considered by the Board of Directors at the next meeting of the Board which is held after the application is received by the Secretary.
- 11.2 The Board of Directors may in their absolute discretion decide to accept or reject the application.
- 11.3 The Secretary must give the applicant notice of the acceptance or rejection of an application immediately after the Board Meeting.
- 11.4 There is no appeal against any decision of the Board to reject an application.
- 11.5 Membership is not transferable.

## 12. **Termination Of Membership**

- 12.1 A Member may resign from the *Foundation* at any time giving notice in writing to the secretary.
- 12.2 If a Member -
  - 1) is convicted of an indictable offence; or
  - 2) persistently fails to comply with any of the provisions of these rules; or
  - 3) has membership fees in arrears for a period of 2 months or more; or
  - 4) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the *Foundation*;

the Board of Directors may consider whether the Member's membership should be terminated.

- 12.3 If the Board decides to consider terminating a Member's membership the Member concerned must be given notice of the intention of the Board to consider termination of the person's membership and must be given a full and fair opportunity of presenting the member's case to the Board before any decision is made by the Board. If the Board of Directors resolves in its absolute discretion to terminate the membership of a person it must instruct the secretary to advise that person of the decision in writing on *Foundation* letterhead. There will be no appeal from a decision of the Board to terminate a person's membership.

### 13. **Register Of Members**

The Board of Directors must ensure that a membership register is kept in which the names and residential addresses of all persons admitted to membership of the *Foundation* and their dates of their admission are entered. Particulars of deaths, resignations, terminations and reinstatement of membership and any further particulars which the Members at any general meeting may require from time to time must also be entered into the register.

The Board must ensure that the membership register is open for inspection by any Member at the office of the Foundation during usual office hours on each business day.

## **DIRECTORS AND EXECUTIVE STAFF**

### 14. **Number of Directors**

The Board of Directors will comprise (6) six directors namely:

- (a) Three Directors appointed by AMAQ (“AM AQ Directors”) and these are:
  - (i) The Foundation President who will be also the Foundation Chairman;
  - (ii) The Foundation Vice President who must be the President AMAQ and who is by virtue of his appointment as the President AMAQ automatically appointed as Foundation Vice President. The Vice President is to be also the Vice Chairman of the Foundation;
  - (iii) The Foundation Executive Director who must be the CEO AMAQ and who is by virtue of his appointment as the CEO AMAQ automatically appointed as Executive Director of the Foundation. The Executive Director of the Foundation is to be also the Company Secretary and Foundation Secretary.
- (b) Three Directors elected by the members (“Elected Directors”).

### 15. **Qualification for Directors**

A person cannot hold office as a Director unless they are a Member of the Foundation.

### 16. **Appointment and Removal of AMAQ Directors**

An appointment of an AMAQ Director under clause 14 (a) is made by AMAQ giving a written notice of appointment to the Secretary of the Foundation accompanied by a consent to act as a director signed by the appointee in a form which satisfies the requirements of the Corporations Law. The AMAQ may at any time remove any Director appointed by them by delivering a notice of termination of the appointment of the Director to the Secretary of the Foundation. The provisions of this constitution relating to election of directors do not apply to AMAQ Directors who remain in office until they resign or they are removed by the AMAQ.

### 17. **Election of Directors**

A general meeting of Members must be held within 3 months after incorporation of the Foundation for the purpose of electing Directors.

At each AGM, all of the Elected Directors must retire from office, but each of them is eligible for re-election.

A Member (“candidate”) who is not a retiring Elected Director may only stand for election if the following requirements have been met. The candidate must be nominated by two other Members. The nomination must be in writing and signed by the candidate and by the two Members who are proposing the candidate. The nomination must with the secretary at least 28 days before the AGM at which the election is to take place. The candidate must also be approved the AMAQ. The Branch Council of the AMAQ must meet at least 10 days before the date of the AGM to consider and if thought fit approve the Members who have been nominated for election as Directors. The decision of the Branch Council of the AMAQ to approve or not approve a nominee is final and no appeal can be brought against the decision.

A list of approved candidates’ names in alphabetical order, with the proposers’ and seconders’ names, shall be posted in a conspicuous place in the office or usual place of meeting of the *Foundation* for at least 7 days before the AGM.

Balloting lists must be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present in person or by proxy, representative or attorney at the annual general meeting is entitled to vote for any number of the candidates not exceeding the number of vacancies.

If at the start of the AGM, there are three or fewer candidates standing for election then despite the fact that there are three vacancies an election must still be held and only those candidates who receive a majority of votes in favour of their election are to be treated as elected.

#### 18. **Officers**

If there is a vacancy in the office of AMAQ Directors and/or Elected Directors, each will be filled by AMAQ appointing a substitute under clause 14. The Board may appoint other officers at its discretion.

#### 19. **Executive Staff**

The Board of Directors may appoint, in addition to the CEO, on a full or part time basis the following employees:

- a. an Executive Director who must be the CEO of AMAQ and who will function also as the Company Secretary
- b. a Foundation Development Officer who may also hold an appointment within AMAQ
- c. a Finance Officer who may be the Finance Manager AMAQ,
- d. a PR and Marketing Officer who may be the PR and Media Manager of AMAQ, and
- e. any other officer as may be considered necessary.

#### 20. **Circumstances in which a person ceases to be a director**

A Director may resign as a Director of the *Foundation* by giving written notice of resignation to the secretary.

In addition to the other circumstances set out in this Constitution or in the Corporations Law, the office of a Director will become vacant if the Director:

- (a) becomes an insolvent under administration; or

- (b) has their membership of the *Foundation* terminated under clause 12;
- (c) becomes subject to a civil penalty disqualification; or
- (d) cannot manage the affairs of the *Foundation* because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it.

**21. Casual Vacancies on the Board of Directors**

If at any time there are fewer than 3 Elected Directors the Board of Directors may appoint any Member of the *Foundation* to fill the vacant positions for Elected Directors.

**22. Acts valid**

The acts of a Director are valid even though it may be discovered later that there is a defect in his or her appointment or qualification to be a Director.

**POWERS OF THE DIRECTORS**

- 23. The business of the *Foundation* is to be managed by or under the direction of the Directors.
- 24. The Directors may exercise all the powers of the *Foundation* and do all acts and things which the *Foundation* is authorised or permitted to exercise and do and which are not by this Constitution or by the Corporations Law directed or required to be exercised or done by the *Foundation* in general meeting.
- 25. Without limiting the above the Directors have power:
  - (a) to interpret the meaning of these rules and any matter relating to the *Foundation* on which these rules are silent;
  - (b) open any bank accounts which they think may be necessary for the operation of the *Foundation*;
  - (c) exercise all the powers of the *Foundation* to borrow or raise money, to charge any property or business of the *Foundation* or its uncalled capital or other amounts payable on its shares or give any other security for a debt, liability or obligation of the *Foundation* or of any other person;

**MEETINGS OF DIRECTORS**

- 26. The Directors may hold a meeting, adjourn and otherwise regulate their meetings as they think fit.
- 27. **Quorum for meetings of Directors**
  - 27.1 The Directors may determine the quorum necessary for the transaction of business. Until otherwise determined, a quorum for a Director's meeting is 3 Directors.

- 27.2 A meeting of the Directors during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under this Constitution for the time being vested in or exercisable by the Directors generally.
- 27.3 Where a quorum cannot be established for a meeting of Directors (or consideration of a particular matter) a Director may convene a general meeting of Members to deal with the matter or the matters in question.
- 27.4 The Directors do not need to be present in the same place to satisfy the quorum requirement.

**28. Calling meetings of Directors**

Meetings of the Directors may be called by the Chairman, the Executive Director or any 4 Directors.

**29. Notice of meetings of Directors**

- (a) Notice of every Directors' meeting must be given to each Director.
- (b) Notice of a meeting of Directors may be given:
- (i) in writing, by electronic mail to an electronic address or by any Technology; and
  - (ii) provided it accords with this clause in different ways to different Directors.

If notice of a meeting of Directors cannot be given to a particular Director in accordance with this clause written notice served on:

1. the usual residential address of that person;
2. the alternative address of that person notified under the Corporations Law; or
3. any other address (including an electronic address) provided to the *Foundation* by that person for the purpose of serving notice on that person,

will constitute notice to that person of that meeting for the purposes of this clause.

**30. Meetings by using Technology**

- 30.1 Without limiting the discretion of the Directors to regulate their meetings under clause 26, the Directors may, if they think fit, confer by any Technology.
- 30.2 Notwithstanding that the Directors are not present together in one place at the time of the conference, a resolution passed by the conference will be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held.

- 30.3 The provisions of this Constitution relating to proceedings of Directors apply to the conference to the extent that they are capable of applying, and with any necessary changes.
- 30.4 A Director present at the commencement of the conference will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the conference.
- 30.5 Any minutes of a conference purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding meeting of Directors will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.
- 30.6 When, by the operation of this clause, a resolution is deemed to have been passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the chairperson of the relevant conference, provided that at least one of the Directors who took part in the conference was at that place for the duration of the conference.

### 31. **Votes at meetings of Directors**

Motions and resolutions arising at any meeting of the Directors will be decided by a majority of votes and each Director has one vote.

### 32. **Chairperson and deputy chairperson of Directors**

The President is to chair each meeting of directors and if he or she is absent the Vice President is to chair the meeting. If neither of them are present the meeting must appoint a chairman from amongst the Directors who are present.

## **INTERESTED DIRECTORS**

### 33. **Holding of Offices and Shareholding**

- 33.1 As well as being a Director of the *Foundation*, a Director may hold any other office or position in the *Foundation* (except that of auditor) and may provide any goods or services to the *Foundation* on whatever terms are agreed by the Directors or are authorised by a resolution of the Members.
- 33.2 A Director may be or become:
- (a) a director or other officer or employee of any associated entity; or
  - (b) a Member of, or have any other interest of any kind at all in any associated entity.
- 33.3 A Director will not be accountable to the *Foundation* for any remuneration or other benefits received by the Director because he or she is the Director, officer, or employee of or is a Member, or a holder of any other interest of any kind at all in an associated entity.
- 33.4 An associated entity means any corporation which is under the *Corporations Law* related to the *Foundation* (a related corporation) or any corporation or trust which is promoted by the *Foundation* or a related corporation, or any corporation or trust in which the *Foundation* or a related corporation has any interest of any kind at all.

**34. Directors may contract with the Foundation**

A Director is not disqualified from entering into any contract or other arrangement of any kind at all with the Foundation because he or she is a Director. If a Director has an interest in a contract or a proposed contract with the *Foundation* or in any other arrangement entered into by or on behalf of the *Foundation* (other than as a Member) and the Director discloses the nature and extent of the interest at a meeting of the Directors the contract or arrangement may be entered into and if the disclosure is made before the contract or arrangement is entered into:

- (i) the Director may retain benefits under the contract or arrangement even though the Director has an interest in the contract or arrangement; and
- (ii) the *Foundation* cannot avoid the contract or arrangement merely because of the existence of the interest held by the Director.

**35. Director may attest the Seal**

A Director may attest the placing of a Common Seal on and may sign on behalf of the *Foundation* any document which relates to any transaction in which the Director has an interest.

**36. Duty of Disclosure**

A director who has a material personal interest in a matter that relates to the affairs of the *Foundation* must give the other directors written notice of the interest unless the Corporations Law relieves the Director from the obligation to give notice of the interest because of the notice or notices (including a standing notice) which the director has already given by the director or because of the kind of interest involved. A director may give a standing notice of the nature and extent of his or her interest in a matter. A standing notice must satisfy the requirements for such a notice which are set out in the Corporations Law. The Directors may make regulations or bylaws relating to the disclosure of interests held by directors covering other matters not set out in this clause and any regulations made under this clause will be binding on all directors.

**37. Restriction on voting by Interested Directors**

A director who has a material personal interest in a matter that is being considered at a directors' meeting must not :

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter

UNLESS

- (c) the Corporations Law allows the directors who are not interested in the matter to pass and they have passed a resolution allowing the director to attend and vote in accordance with the requirements of the Corporations Law; or
- (d) a declaration or order made by ASIC allows the director to attend and vote.

## **REMUNERATION OF DIRECTORS**

### **38. Remuneration of Directors**

A Director who is not an employee of the *Foundation* is not entitled to remuneration.

The Board of Directors shall determine the amount of any remuneration payable to any Director who is an employee of the *Foundation*.

The remuneration of any Director who is an employee of the *Foundation* will be by way of fixed salary.

### **39. Payments on retirement, loss of office or death of Director**

Subject to the *Corporations Law*, the Directors may give a prescribed benefit including an exempt benefit to a person in connection with the retirement of a person from a prescribed office in relation to the *Foundation*.

### **40. Remuneration of Directors - payment of expenses**

The *Foundation* will pay all reasonable travelling, accommodation and other expenses incurred by a Director in consequence of his or her attendance at meetings of Directors and otherwise in the execution of his or her duties as a Director

All payments made by the *Foundation* to its Directors must be approved by the Board of Directors

## **COMMITTEES OF THE BOARD**

### **41. Appointment of Committee**

The Board may delegate any of its powers to a subcommittee consisting of such Members of the *Foundation* as the Board thinks fit.

### **42. Powers of Committee**

Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors.

### **43. Meetings of Committee**

A subcommittee may elect a chairperson of its meetings.

If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the Members present may choose 1 of their number to be chairperson of the meeting.

A subcommittee may meet and adjourn as it thinks proper.

Questions arising at any meeting shall be determined by a majority of votes of the Members present and, in the case of an equality of votes, the Chairman will have the deciding vote.

### **44. Resolutions of Directors without a Meeting**

The Directors may pass a resolution without a director's meeting if all of the Director's entitled to vote on the resolution sign a document in accordance with section 248A of the Corporations Law.

## **MEETINGS OF MEMBERS OF THE FOUNDATION**

### **45. Notice of General Meeting**

A notice of meeting of Members must:

- (a) set out the place, date and time for the meeting (and if the meeting is to be held in two or more places the technology that will be used to facilitate this); and
- (b) state the general nature of the business of the meeting; and
- (c) if a special resolution is proposed at a meeting - set out an intention to propose the special resolution and state the resolution; and
- (d) if a Member is entitled to appoint a proxy - contain a statement setting out the following:
  - (i) that the Member has a right to appoint a proxy;
  - (ii) whether or not the proxy must be a Member of the *Foundation*.

### **46. Period of Notice**

The period of notice required in relation to any resolution or special resolution proposed to be passed at any General Meeting is to be not less than the period required or permitted by the *Corporations Law*. When a meeting is adjourned, a new notice of resumed meeting must be given if the meeting is adjourned for one month or more.

### **47. Quorum**

The quorum for a Members Meeting is five percent (5%) of the total Members who can vote at the meeting and that quorum must be present at all times during the meeting. In deciding whether a quorum is present, count individuals attending as proxies or body corporate representatives.

If an individual is attending the meeting both as a Member or a proxy for a member or for more than one member or body corporate representative for the purpose of determining whether a quorum is present, count that person as attending separately in each of his or her representative capacities.

### **48. Failure to Achieve Quorum**

A Members Meeting that does not have a quorum present within 30 minutes after the time for the start of the meeting set out in the notice of meeting is adjourned to the date, time and place that the Directors decide. If the Directors do not decide the date, time and place for the adjourned meeting, the meeting is adjourned to:

if a date is not specified by the Directors - the same day in the next week; and

if the time is not specified by the Directors - the same time; and

if the place is not specified by the Directors - the same place.

If a quorum is not present at the resumed meeting within 30 minutes of the time for the meeting the meeting is dissolved.

**49. Chairman of General Meeting**

The President is to chair each Members Meeting.

Directors present at a Members Meeting must elect an individual present at that meeting to chair the meeting (or part of it) if the Chairman of the Directors Meetings is not available to chair it or declines to act for that meeting (or part of the meeting).

The Members at a Members' Meeting must elect an individual present at the meeting to chair the meeting (or part of the meeting) if:

The President or a Chairman elected by the Directors is not available or declines to act for the meeting (or part of the meeting).

**50. Conduct of the Meeting**

Admission to meetings

The chairperson of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

- (1) in possession of a device for recording pictures or visual images or sound;
- (2) in possession of a placard or banner;
- (3) in possession of a thing considered by the chairperson to be dangerous, offensive or liable to cause disruption;
- (4) who refuses to produce or to permit examination of any thing, or the contents of any bag or container, in the person's possession;
- (5) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (6) who is not:
  - (a) a Member or a proxy, attorney or Representative of a Member;
  - (b) a director; or
  - (c) an auditor of the Foundation.

**51. Adjournment of General Meeting**

The Chairman may, with the consent of a majority of the Members attending a meeting, and must if so directed by a resolution of the Members, adjourn a Members Meeting.

**52. Number of Votes which are held by a Member**

A Member has:

- (a) on a show of hands, one vote;
- (b) on a poll, one vote plus an additional vote for each person for whom they have been appointed a proxy.

The Chairman of the meeting has a casting vote (and any vote he or she has in his or her capacity as a Member or as a proxy for a Member).

If a share is held jointly and more than one of the holders votes in respect of a jointly held share, only the vote of the Member whose name is first in the Register of Members counts.

### 53. **Objections to a Vote**

Any challenge to a right to vote at a Members Meeting may only be made at the meeting and must be decided by the Chairman whose decision is final.

### 54. **Method of Voting**

A resolution which is put to the vote at a Members Meeting must be decided on a show of hands unless a poll is demanded.

On a show of hands a declaration by the Chairman is conclusive evidence of the result. Neither the Chairman nor the Minutes need to state the number or proportion of votes recorded in favour or against.

### 55. **Calling a Poll ( or Ballot)**

A poll may be demanded on any resolution except a resolution for election of the Chairman of the meeting and a resolution for adjournment of a meeting. A demand for a poll may be withdrawn.

A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least two Members present in person; or

A poll may be demanded:

- (a) before a vote is taken; or
- (b) before the voting results on a show of hands are declared by the Chairman; or
- (c) immediately after the voting results on a show of hands are declared.

A poll must be taken when and in the manner directed by the Chairman.

### 56. **Appointment of Proxies**

A Member who is entitled to attend and cast a vote at a Members Meeting may appoint another Member as his or her proxy to attend and vote for him or her at the meeting.

The appointment may specify the proportion or number of votes which the proxy may exercise.

A proxy may vote on a show of hands.

The authority of a proxy to speak and vote for a Member at a meeting is suspended while the Member who appointed the proxy is present at the meeting.

An appointment of a proxy is valid if it is signed by the Member and contains the following information:

- (a) the Member's name and address;
- (b) the name of the *Foundation*;
- (c) the name of the proxy or a description of the office held by the proxy (for example, Chairman of Directors); and
- (d) the meetings at which the appointment may be used.

A Member may use the following form of appointment of proxy:

**AMAQ FOUNDATION**

I,  
of  
being a Member of the above mentioned *Foundation*, hereby appoint  
of  
or failing him/her,  
of

as my proxy to vote for me on my behalf at the (annual) general meeting of the *Foundation*, to be held on the                    day of                    , 19    , and at any adjournment thereof.

Signed this            day of                    , 19    .

Signature.

This form is to be used \*in favour of    the  
\*against  
resolution.

\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.);

A proxy must be a Member of the *Foundation*;  
An appointment of a proxy may be a standing appointment.

An undated appointment is to be treated as having been dated on the day that it is given to the *Foundation*.

An appointment may specify the way in which a proxy is to vote on a particular resolution. If it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so he or she must vote in the way set out in the proxy; and
- (b) the proxy must vote on a poll and must vote in the way set out in the proxy.

A direction in the proxy does not affect the way in which the proxy casts the vote which he or she holds as a Member.

The appointment of a proxy does not have to be witnessed. A later appointment revokes an earlier appointment unless both appointments could validly be exercised at a meeting.

For the appointment of a proxy to be effective the document appointing the proxy, and if the appointment is signed by an attorney for the appointor the authority under which the appointment was signed or a certified copy of that authority, must be received at one of the following:

- (a) the *Foundation's* registered office; or
- (b) a fax number at the *Foundation's* registered office; or
- (c) a place, fax number or electronic address specified for the purpose in the notice calling the meeting;

at least 48 hours before the time for the start of the meeting.

If a Members' Meeting is adjourned an appointment and any authority received by the *Foundation* in the manner set out above at least 48 hours before the resumption of the meeting is effective at the resumed part of the meeting.

Where the notice of meeting requires that a transmission of appointment of a proxy or authority to make that appointment must be verified in a particular way or the proxy must produce the appointment or authority so transmitted at the meeting, the appointment of the proxy will be ineffective unless those requirements are complied with.

A proxy who is not entitled to vote on the resolution as a Member may still vote as a proxy for another Member.

Unless the *Foundation* receives written notice of any of the following before the start of a meeting or the resumption of a meeting at which a proxy votes, the vote cast by the proxy will be valid even if before the proxy votes the Member appointing the proxy:

- (a) dies; or
- (b) becomes mentally incapacitated; or
- (c) revokes the proxy's appointment; or
- (d) revokes the authority under which the proxy was appointed by a third party.

#### **57. Representation of Corporate Member**

A body corporate which is a Member may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise:

- (a) at Members Meetings; or
- (b) relating to resolutions to be passed without meetings.

The appointment may be a standing one.

The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

A body corporate may appoint more than one representative but only one representative may exercise the body's powers at any one time.

Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

#### **58. Written Resolutions by Members**

A resolution may be passed by the Members of the *Foundation* without a meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution which is set out in the document.

Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical on each copy.

The resolution is passed when the last Member of the *Foundation* signs the document

### **ANNUAL GENERAL MEETING (AGM)**

#### **59. Business at an AGM**

The following business must be transacted at every annual general meeting -

- (a) Consideration of the annual financial report, directors report and auditor's report;
- (b) the election of Directors;
- (c) the appointment of an auditor;
- (d) the fixing of the auditor's remuneration.

### **MINUTES**

#### **60. Minutes**

- 60.1 The secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any Member who previously applies to the secretary for that inspection.
- 60.2 For the purposes of ensuring the accuracy of the recording of minutes, the minutes of every Board meeting must be signed by the chairperson of that meeting or the chairperson of the next succeeding Board verifying their accuracy.

60.3 The minutes of every general meeting must be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.

**61. BYLAWS**

The Board of Directors may from time to time make, amend or repeal By-laws which are not inconsistent with this Constitution, for the internal management of the *Foundation* and any By-law may be set aside by a general meeting of members.

**62. ACCOUNTS**

***Foundation to keep accounts***

The *Foundation* must keep all accounting and other records of the business of the *Foundation* as it is required to keep by the *Corporations Law*.

**63. AUDITORS**

**Appointment and Removal**

The auditors of the *Foundation* will:

- (a) be appointed and may be removed as provided in the *Corporations Law*; and
- (b) perform the duties and have the rights and powers as may be provided in the *Corporations Law*.

**64. ALTERATION TO CONSTITUTION**

This constitution may not be amended by a special resolution of the Members without the further requirement that the Branch Council of the AMAQ approve the change to the constitution being complied with.

**65. COMMON SEAL**

65.1 The Directors may decide that the *Foundation* is to have a Common Seal. If the *Foundation* does not have a Common Seal the *Foundation* may execute a document by having it signed on behalf of the *Foundation* by:

- (a) two Directors of the *Foundation*; or
- (b) a Director and a Secretary of the *Foundation*.

65.2 Where the *Foundation* has a Common Seal, the Common Seal may only be used with authority of the Directors and every instrument to which the seal is affixed shall be signed by a Director of the Board and shall be countersigned by a second Director or by some other person appointed by the Board of Directors for the purpose.

**INDEMNITIES AND INSURANCE**

**66. Indemnity against liabilities**

To the extent permitted by *Corporations Law*, the *Foundation*:

- (a) indemnifies every person who is, or has been, a Director or Secretary; and
- (b) may, by deed, indemnify or agree to indemnify a person who is, or has been, an Officer of a Group *Foundation*,

against a liability incurred by that person, in his or her capacity as such a Director, Secretary or Officer, to another person (other than the *Foundation* or a related body corporate of the *Foundation*) provided that the liability does not arise out of conduct involving a lack of good faith.

**67. Indemnity for costs and expenses**

To the extent permitted by *Corporations Law*, the *Foundation*:

- (a) indemnifies every person who is, or has been, a Director or Secretary; and
- (b) may, by deed, indemnify or agree to indemnify a person who is, or has been, an Officer of a Group *Foundation*,

against a liability for costs and expenses incurred by that person:

- (c) in defending any Proceedings in which judgment is given in that person's favour, or in which that person is acquitted; or
- (d) in connection with an application in relation to any Proceedings in which the Court grants relief to that person under the *Corporations Corporations Law*.

**68. Insurance**

To the extent permitted by *Corporations Law*, the *Foundation* may pay, or agree to pay, a premium in respect of a contract insuring a person who is, or has been, an Officer of the *Foundation* against a liability:

(a) incurred by that person:

- (i) in his or her capacity as an Officer of the *Foundation*;
- (ii) in the course of acting in connection with the affairs of the *Foundation*; or
- (iii) otherwise arising out of the person holding office as an Officer of the *Foundation*,  
provided that the liability does not arise out of conduct involving:
- (iv) a wilful breach of duty in relation to the *Foundation*; or
- (v) a contravention of sections 232(5) or 232(6) of the *Corporations Corporations Law*; or

(b) for costs and expenses incurred by that person in defending any Proceedings, whatever their outcome.

**69. Interpretation and definitions**

In this constitution (unless the context otherwise indicates):

**“AGM”** means an Annual General Meeting of the Foundation;

**“AMAQ”** means the Queensland Branch of Australian Medical Association and a reference to the AMAQ taking some action such as giving a notice or an approval means the Secretary of the AMAQ doing the act or thing on behalf of the AMAQ with the authority of a resolution of the Branch Council of the AMAQ;

"**Corporations Law**" has the meaning given to that term by Part 3 of the *Corporations (Queensland) Act 1990*, to the extent to which it applies to the *Foundation*.

"**Director**" means a director, for the time being, of the *Foundation*;

"**Member**" means a person who is a member of the *Foundation*;

"**Membership**" means membership of the *Foundation*.

"**Office**" means the registered office for the time being of the *Foundation*.

"**Secretary**" means the secretary for the time being of the *Foundation*;

"**Technology**" includes any means of audio or audio-visual communication whether by telephone, closed circuit television or otherwise.

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