

# Constitution

Rules of The Medico-Legal Society of New South Wales Inc.

As approved 4<sup>th</sup> August 2017 at the Annual General Meeting

## PART 1 - PRELIMINARY

### 1. Interpretation

1.1 In these rules, except in so far as the context or subject matter otherwise indicates or requires:

**"the Society"** means The Medico-Legal Society of New South Wales Inc.;

**"duly qualified medical practitioner"** means a person who has satisfactorily completed a degree or similar qualification in medicine, in Australia or elsewhere, and who is either:

- (a) registered to practise as a medical practitioner in one or more States or Territories of Australia; or
- (b) a person who would not be denied admission to practise as such in any State or Territory of Australia if he or she applied for admission and paid any relevant fee;
- (c) a person who is retired from medical practise in good standing and remains so.

**"duly qualified legal practitioner"** means a person who has satisfactorily completed a degree or similar qualification in law, in Australia or elsewhere, and who is either:

- (a) admitted to practise as a barrister and/or solicitor or legal practitioner in one or more States or Territories of Australia; or
- (b) a person who would not be denied admission to practise as such in any State or Territory of Australia if he or she applied for admission and paid any relevant fee;

**"doctor in training"**, is a person with general medical registration (either provisional or full) and with no specialist qualifications but who is working towards specialist qualifications.

**"legal Committee member"** means a member of the Committee who is elected as provided by rule 2.1 on the basis that he or she is a duly qualified legal practitioner;

**"medical Committee member"** means a member of the Committee who is elected as provided by rule 2.1 on the basis that he or she is a duly qualified medical practitioner;

**"member"** means a member of the Society, and includes an ordinary member, an associate member, a student member and an honorary member;

**"secretary"** or **"secretaries"** means:

- (a) any one or more of the medical secretary, the legal secretary, the assistant medical secretary and the assistant legal secretary; or
- (b) if at any time all those offices are vacant - the public officer of the Society;

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

**"the Act"** means the Associations Incorporation Act 2009; and

**"the Regulation"** means the Associations Incorporation Regulation 2016.

1.2 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.

1.3 The provisions of the Interpretation Act 1987 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 2 - MEMBERSHIP**

### **2. Membership qualifications**

2.1 A person is qualified to be an ordinary member of the Society if, but only if:

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

(b) the person is a natural person who:

(i) is a duly qualified medical practitioner or a duly qualified legal practitioner;

(ii) has applied for membership of the Society as provided by rule 3; and

(iii) has been approved for membership of the Society by the Committee of the Society.

2.2 A person is qualified to be an associate member of the Society if, but only if:

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

(b) the person is a natural person who:

(i) is not a duly qualified medical practitioner or a duly qualified legal practitioner, but is otherwise interested in the aims and objectives of the Society;

(ii) has applied for membership of the Society as provided by rule 3; and

(iii) has been approved for membership of the Society by the Committee of the Society.

2.3 A person is qualified to be a student member of the Society if, but only if:

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

(b) the person is a natural person who:

(i) is a bona fide student duly enrolled in a course of study whose principal or only purpose is to qualify students to practise medicine or law;

(ii) has applied for membership of the Society as provided by rule 3; and

(iii) has been approved for membership of the Society by the Committee of the Society.

2.4 The Committee shall be entitled to elect as honorary members of the Society such persons as, in the opinion of the Committee, have rendered outstanding services to medicine, to law or to the Society.

2.5 All members shall be entitled to notice of and to attend general meetings of the Society, but only ordinary members shall be entitled to:

- (a) join in any requisition for the convening of a general meeting;
- (b) vote or call for a poll at any general meeting;
- (d) hold office as a member of the Committee;
- (e) nominate or second a person for membership of the Committee;
- (f) take part in any election of members of the Committee; or
- (g) require any business to be included in a notice convening a general meeting.

2.6 Notwithstanding the provisions of rule 2.5, only ordinary members shall be entitled to notice of and to attend a general meeting of the Society convened under rule 12.2.

2.7 A member shall not be entitled to exercise any of the rights specified in rule 2.5, nor shall any such member be entitled to be counted in a quorum for a general meeting:

- (a) if his or her membership has been suspended under rule 11; or
- (b) unless all money due and payable by the member to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

2.8 If a member fails to pay his or her annual subscription, and if that failure persists for more than four months after the due date for payment thereof, the Committee may without notice to the member terminate his or her membership of the Society.

2.9 All other rules shall be read and construed subject to rules 2.7 and 2.8.

### **3. Nomination for membership**

3.1 An application by a person for ordinary membership of the Society:

- (a) shall be in writing (including by email or other electronic means, if the committee so determines) in the form set out in Appendix 1 to these rules; and
- (b) shall be lodged (including by email or other electronic means, if the committee so determines) with the secretary of the Society.

3.2 An application by a person for associate membership of the Society:

- (a) shall be in writing (including by email or other electronic means, if the committee so determines) in the form set out in Appendix 1 to these rules; and
- (b) shall be lodged (including by email or other electronic means, if the committee so determines) with the secretary of the Society.

3.3 An application by a person for student membership of the Society:

(a) shall be in writing (including by email or other electronic means, if the committee so determines) in the form set out in Appendix 1 to these rules; and

(b) shall be lodged (including by email or other electronic means, if the committee so determines) with the secretary of the Society.

3.4 As soon as practicable after receiving an application for membership, the secretary shall refer the application to the Committee which shall in its absolute discretion and without being required to assign any reason therefore determine whether to approve or to reject the application.

3.5 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 annual subscription.

3.6 The secretary shall, on payment by the applicant within the period referred to in that rule, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes an ordinary, student or associate member, as the case may be, of the Society.

#### **4. Cessation of membership**

A person ceases to be a member of the Society if the person:

(a) dies;

(b) resigns that membership;

(c) has that membership terminated pursuant to rule 2.8; or

(d) is expelled from the Society.

#### **5. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the Society:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

#### **6. Resignation of membership**

6.1 A member of the Society is not entitled to resign that membership except in accordance with this rule.

6.2 A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving notice (being not less than one 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.

6.3 Where a member of the Society ceases to be a member pursuant to rule 6.2, 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 ceases to be a member.

#### **7. Register of members**

7.1 The secretary of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the person's membership classification and the date on which the person became a member.

7.2 The register of members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

7.3 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

7.4 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

7.5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

7.6 If the register of members is kept in electronic form:

- (a) it must be convertible into hard copy, and
- (b) the requirements in subrules 7.2 and 7.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8. Fees, subscriptions, etc.**

8.1 A member of the Society (other than an honorary member) shall pay to the Society such annual membership fee as may from time to time be determined by the Committee:

(a) except as provided by paragraph (b), before 1 July in each calendar year; or

(b) where the member becomes a member on or after 1 July in any calendar year - upon becoming a member and before 1 July in each succeeding calendar year.

8.2 The annual membership fee payable by associate members shall be the same as the annual membership fee payable by ordinary members, other than student members. The annual membership fee payable by student members shall be as determined by the Committee from time to time.

8.3 The annual membership fee payable by Doctors in Training shall be as determined by the Committee from time to time, and need not be the same as for other ordinary members.

## **9. Members' liabilities**

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 8.

## **10. Resolution of internal disputes**

10.1 Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

10.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

10.3 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **11. Disciplining of members**

11.1 Where the Committee is of the opinion that a member of the Society:

(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 Society,

the Committee may, by resolution:

(c) expel the member from the Society; or

(d) suspend the member from membership of the Society for a specified period.

11.2 A resolution of the Committee under rule 11.1 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 rule 11.3, confirms the resolution in accordance with this rule.

11.3 Where the Committee passes a resolution under rule 11.1, 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 the meeting;

(ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

11.4 At a meeting of the Committee held as referred to in rule 11.3, 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.

11.5 Where the Committee confirms a resolution under rule 11.4, the secretary shall, within seven days after the confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 12.

11.6 A resolution confirmed by the Committee under rule 11.4, 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 Society confirms the resolution pursuant to rule 12.4.

## **12. Right of appeal of disciplined member**

12.1 A member may appeal to the Society in general meeting against a resolution of the Committee which is confirmed under rule 11.4, within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

12.2 Upon receipt of a notice from a member under rule 12.1, the secretary shall notify the Committee which shall convene a general meeting of the ordinary members of the Society to be held within 21 days after the date on which the secretary received the notice.

12.3 At a general meeting of the ordinary members of the Society convened under rule 12.2:

- (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 ordinary members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

12.4 If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART 3 - THE COMMITTEE**

#### **13. Powers, etc., of the Committee**

The Committee, subject to the Act, the Regulation and these rules and to any resolution passed by the Society in general meeting:

- (a) shall control and manage the affairs of the Society;
- (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these rules to be exercised by a general meeting of members of the Society; 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 Society.

#### **14. Constitution and membership**

14.1 Subject in the case of the first members of the Committee to section 21 of the Act, the Committee shall consist of the immediate past president and 14 ordinary members of the Society, seven of whom are duly qualified medical practitioners and seven of whom are duly qualified legal practitioners, and each of whom shall be elected at the annual general meeting of the Society pursuant to rule 15.

14.2 The office-bearers of the Society shall be:

- (a) the president;
- (b) the medical vice-president;
- (c) the legal vice-president;
- (d) the medical secretary;
- (e) the legal secretary;

(f) the assistant medical secretary;

(g) the assistant legal secretary;

(h) the treasurer; and

(i) the immediate past president (ex officio).

14.3 The Committee shall, immediately after the conclusion of each annual general meeting, elect the office-bearers (other than the immediate past president) from amongst its own number.

14.4 The medical vice-president, the medical secretary and the assistant medical secretary shall all be medical Committee members.

14.5 The legal vice-president, the legal secretary and the assistant legal secretary shall all be legal Committee members.

14.6 Each member of the Committee other than the immediate past president 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, subject to rule 14.7, eligible for re-election.

14.7 The president shall not be eligible for re-election to the Committee once he or she has served two consecutive terms of office as president.

14.8 If one or more medical Committee members has or have served two consecutive terms of office as president, the next president elected must be a legal Committee member.

14.9 If one or more legal Committee members has or have served two consecutive terms of office as president, the next president elected must be a medical Committee member.

14.10 In the event of a casual vacancy occurring amongst the medical Committee members, the Committee may appoint an ordinary member of the Society who is a duly qualified medical practitioner 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.

14.11 In the event of a casual vacancy occurring amongst the legal Committee members, the Committee may appoint an ordinary member of the Society who is a duly qualified legal practitioner 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.

14.12 For the purposes of rule 14.7, a person appointed to fill a casual vacancy occurring in the office of president shall be taken to have completed one term of office at the conclusion of the annual general meeting next following the date of his or her appointment.

14.13 For the purposes of rules 14.8 and 14.9, a term of office as president shall be taken to be the period from one annual general meeting of the Society to the next.

14.14 Subject to rule 14.7, there is no maximum number of consecutive terms for which a committee member may hold office.

## **15. Election of members of the Committee**



15.1 The secretary of the Society shall, not more than 42 days and not less than 14 days before each annual general meeting, call for nominations for candidates for election as medical Committee members and legal committee members.

15.2 Such nominations:

(a) shall be in writing in the form set out in Appendix 2 to these rules, signed by two ordinary members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(b) shall be delivered to the secretary of the Society not less than seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.

15.3 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.

15.4 If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.

15.5 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.

15.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

15.7 The ballot for the election of Committee members shall be conducted as a secret ballot at the annual general meeting in such usual and proper manner as the Committee may direct.

15.8 A nomination of a candidate for election as a medical Committee member under this rule is not valid if that candidate has been nominated for and has accepted nomination for election as a legal Committee member at the same election, and vice versa.

## **16. Secretaries**

16.1 The secretaries of the Society shall, as soon as practicable after being appointed as secretaries, lodge notice with the Society of their respective addresses.

16.2 It is the duty of the secretaries to keep minutes (whether in written or electronic form) of:

(a) all appointments of Committee members and office-bearers;

(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.

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

16.4 The signature of the chairperson may be transmitted by electronic means for the purpose of sub-rule 3.

## **17. Treasurer**

It is the duty of the treasurer of the Society to ensure that:

(a) all money due to the Society is collected and received and that all payments authorised by the Society are made; and

(b) correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.

## **18. Casual vacancies**

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 an ordinary member of the Society;
- (c) becomes an insolvent under administration within the meaning of the Corporations Law;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 19;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of six months;
- (h) holds any office of profit under the Society otherwise than as provided by rule 41.3;
- (i) in the case of a medical Committee member, ceases to be a duly qualified medical practitioner; or
- (j) in the case of a legal Committee member, ceases to be a duly qualified legal practitioner.

## **19. Removal of member of the Committee**

19.1 The Society in general meeting may by resolution remove any medical Committee member from office before the expiration of the member's term of office and may by resolution appoint another ordinary member who is a duly qualified medical practitioner to hold office until the expiration of the term of office of the member so removed.

19.2 The Society in general meeting may by resolution remove any legal Committee member from office before the expiration of the member's term of office and may by resolution appoint another ordinary member who is a duly qualified legal practitioner to hold office until the expiration of the term of office of the member so removed.

19.3 Where a member of the Committee to whom a proposed resolution referred to in rule 19.1 or rule 19.2 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to members of the Society, the secretary or the president may send a copy of the representations to each member of the Society or, if the representations 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.

## **20. Meetings and quorum**

20.1 The Committee shall meet at least four times in each period of 12 months at such place and time as the Committee may determine.

20.2 Additional meetings of the Committee may be convened by the president or by any member of the Committee.

20.3 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.

20.4 Notice of a meeting given under rule 20.3 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.

20.5 Any five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

20.6 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.

20.7 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.

20.8 At a meeting of the Committee:

(a) the president or, in the president's absence, one of the vice-presidents (if both are present, to be decided by them) shall preside; or

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

## **21. Delegation by Committee to sub-committee**

21.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society 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) a function which is a duty imposed on the Committee by the Act or by any other law.

21.2 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.

21.3 A delegation under this rule 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.

21.4 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.

21.5 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.

21.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

21.7 A sub-committee may meet and adjourn as it thinks proper.

## **22 Use of technology at committee meetings**

22.1 A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

22.2 A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **23. Voting and decisions**

23.1 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.

23.2 Each member present at a meeting 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 an equality of votes on any question, the person presiding may exercise a second or casting vote.

23.3 Subject to rule 20.5, the Committee may act notwithstanding any vacancy on the Committee.

23.4 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.

## **24. Postal or electronic ballots**

24.1 The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).

24.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **25 Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

**Note.** Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

## **26 Distribution of property on winding up of association**

26.1 Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

26.2 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

**Note.** Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

## **PART 4 - GENERAL MEETINGS**

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

27.1 With the exception of the first annual general meeting of the Society, the Society shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Society, convene an annual general meeting of its members.

27.2 The Society 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 six months after the expiration of the first financial year of the Society.

27.3 Rules 27.1 and 27.2 have effect subject to any extension or permission granted by the Commissioner under subsection 26(3) of the Act.

## **28. Annual general meetings - calling of and business at**

28.1 The annual general meeting of the Society shall, subject to the Act and to rule 27, be convened on such date and at such place and time as the Committee thinks fit.

28.2 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 that meeting;
- (b) to receive from the Committee reports upon the activities of the Society during the last preceding financial year;
- (c) to elect Committee members; and
- (d) to receive and consider the statement which is required to be submitted to members pursuant to subsection 26(6) of the Act.

28.3 An annual general meeting shall be specified as such on the notice convening it.

## **29. Special general meetings - calling of**

29.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Society.

29.2 The Committee shall, on the requisition in writing of not less than 20 ordinary members, convene a special general meeting of the Society.

29.3 A requisition of ordinary members for a special general meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the ordinary members making the requisition;
- (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 ordinary members making the requisition.

29.4 If the Committee fails to convene a special general meeting to be held within one month after that date on which a requisition of ordinary members for the meeting is lodged with the secretary, any one or more of the ordinary members who made the requisition may convene a special general meeting to be held not later than three months after that date.

29.5 A special general meeting convened by an ordinary member or members as referred to in rule 29.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any ordinary member who thereby incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

29.6 The Committee may designate any special general meeting as a scientific meeting, and may arrange for the presentation of papers and the conduct of discussions and debate at any such scientific meeting.

29.7 Members shall be entitled to invite guests who are not members of the Society to any scientific meeting.

29.8 Records of the proceedings at any scientific meeting and papers presented thereat shall not be published by any person without the prior written consent of the Committee, but the Committee shall be entitled to publish and disseminate all such records and papers in such form as it thinks fit.

29.9 For the purposes of sub rule 3:

- (a) a requisition may be in electronic form, and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **30. Notice**

30.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, 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.

30.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause a notice to be sent to each member in the manner provided in rule 30.1 specifying, in addition to the matter required under rule 30.1, the intention to propose the resolution as a special resolution.

30.3 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 30.2.

30.4 An ordinary 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 ordinary member.

### **31. Procedure**

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

31.8.2 Ten ordinary members present in person constitute a quorum for the transaction of the business of a general meeting.

31.3 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 ordinary members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

31.4 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 ordinary members present (being not less than five) shall constitute a quorum.

### **32. Presiding member**

32.1 The president or, in the president's absence, one of the vice-presidents (if both are present, to be decided by them), shall preside as chairperson at each general meeting of the Society.

32.2 If the president and both vice-presidents are all absent from a general meeting or are unwilling to act, the ordinary members present shall elect one of their number to preside as chairperson at the meeting.

### **33. Adjournment**

33.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the ordinary members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

33.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

33.3 Except as provided in rules 33.1 and 33.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### **34. Making of decisions**

34.1 A question arising at a general meeting of the Society shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

34.2 At a general meeting of the Society, a poll may be demanded by the chairperson or by not less than three ordinary members present in person at the meeting.

34.3 Where a poll is demanded at a general meeting, the poll shall be taken:

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

#### **35. Special resolution**

A resolution of the Society is a special resolution if:

(a) it is passed by a majority which comprises not less than three-quarters of those ordinary members of the Society who vote in person at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

(b) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commissioner.

#### **36. Voting**

36.1 Upon any question arising at a general meeting of the Society an ordinary member has one vote only.

36.2 All votes shall be given personally.

36.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

#### **37. Proxies not permitted**

No member shall be entitled to appoint a proxy for any general meeting of the Society.

### **38. Postal or electronic ballots**

38.1 The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under rule 12).

38.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **PART 5 - MISCELLANEOUS**

### **39. Insurance**

39.1 The Society may effect and maintain insurance.

### **40. Funds - source**

40.1 The funds of the Society shall be derived from annual subscriptions of members, donations, the investment of funds not immediately required for the purposes of the Society and, subject to any resolution passed by the Society in general meeting, such other sources as the Committee determines.

40.2 All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account.

### **41. Funds - management**

41.1 Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the Committee determines, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members of the Society.

41.2 The payment of fees, in whatever form, is prohibited to members of the Committee for serving in that capacity.

41.3 Notwithstanding rules 41.1 and 41.2, a payment may be made to a member of the Society:

(a) for the reimbursement of out-of-pocket expenses incurred on behalf of the Society where the payment does not exceed an amount previously approved by the Committee;

(b) for any service rendered to the Society in a professional or technical capacity, where the provision of that service has the prior approval of the Committee and the amount payable is approved by a resolution of the Committee and is on reasonable commercial terms; or

(c) as an employee of the Society, where the terms of employment have been approved by a resolution of the Committee.

41.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two persons, one of whom shall be the treasurer or some other member of the Committee nominated by the treasurer, and the other of whom shall be a member of the Committee or employee of the Society authorised to do so by the Committee.

### **42. Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

**Note.** Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.



### **43. Distribution of property on winding up of association**

43.1 Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

43.2 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

**Note.** Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

### **44. Alteration of objects or rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Society.

### **45. Common seal**

45.1 The common seal of the Society shall be kept in the custody of the public officer.

45.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the public officer or secretary.

### **46. Custody of books, etc.**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

### **47. Inspection of books, etc.**

47.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.

47.2 A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

47.3 Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

### **48. Service of notices**

48.1 For the purpose of this constitution, a notice may be served on or given to a person:

- (a) By delivering it to the person personally, or
- (b) By sending it by pre-paid post to the address of the person, or
- (c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

48.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **49. Accounting Records and Annual Financial Statements**

The Committee must ensure that:

- (a) correct books, accounts and financials are kept showing the financial affairs of the Society;
- (b) an Annual Financial Statement is prepared for each Financial Year of the Association, after the books of account of the Society have been reviewed as determined by the Committee, by a certified practising accountant or chartered accountant, and that the Annual Financial Statement is presented at the relevant Annual General Meeting and lodged in accordance with the Act, legislation and compliance requirements.

#### **50 Financial year**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

APPENDIX 1  
(Rule 3)  
APPLICATION FOR MEMBERSHIP

THE MEDICO-LEGAL SOCIETY OF NEW SOUTH WALES INC.

(incorporated under the Associations Incorporation Act 2009)

## Medico-Legal Society of NSW Inc



### Membership Application

#### Individual Membership Details

Name: ..... Job Title: .....

Company: ..... Postal Address: .....

Phone: ..... Mobile: ..... Email: .....

#### Membership Categories & Fees (includes 10% gst)

*Memberships open 1 May in each year and expire on 30 June.*

**A duly qualified medical practitioner** is defined by the rules of the Society to mean a person who has satisfactorily completed a degree or similar qualification in medicine, in Australia or elsewhere, and who is either: a) admitted to practice as a medical practitioner in one or more States or Territories of Australia; or b) a person who would not be denied admission to practice as such in any State or Territory of Australia if he or she applied for admission and paid any relevant fee. c) a person who is retired from legal practice in good standing and remains so.

**A Doctor in training**, is a person with general medical registration (either provisional or full) and with no specialist qualifications but who is working towards specialist qualifications.

**A duly qualified legal practitioner** is defined by the rules of the Society to mean a person who has satisfactorily completed a degree or similar qualification in law, in Australia or elsewhere, and who is either: a) admitted to practice as a barrister and/or solicitor or legal practitioner in one or more States or Territories of Australia; or b) a person who would not be denied admission to practice as such in any State or Territory of Australia if he or she applied for admission and paid any relevant fee. c) a person who is retired from legal practice in good standing and remains so.

**A student** is defined by the rules of the Society to mean a person who is a bona fide student duly enrolled in a course of study whose principal or only purpose is to qualify to practice medicine or law. People who are not medical or legal practitioners, but have an interest in medico-legal matters, may become **associate members**.

**Note: Only Ordinary Members have voting rights. All members must be of good standing and character. Please refer to our Constitution posted on our website for further details for criteria to be accepted as a member and conduct to abide by as member, if accepted as a member.**

Please tick applicable membership category.

**Ordinary Membership:**  Legal Practitioner \$137.50pa  Medical Practitioner \$137.50pa  Doctor in Training \$68.75pa

**Associate Membership:** \$137.50pa  **Student Membership:** \$12.50pa incl GST

**APPENDIX 2**  
**(Rule 15.2)**  
**NOMINATION FOR MEMBERSHIP OF COMMITTEE**  
**THE MEDICO-LEGAL SOCIETY OF NEW SOUTH WALES INC.**

I,  
(full name of proposer)

an ordinary member of The Medico-Legal Society of New South Wales Inc., nominate

.  
(full name of nominee)

who is also an ordinary member of the Society, as a candidate for election as a medical\*/legal\* Committee member at the annual general meeting of the Society to be held on .....19. . . .

Signature of nominator

Date

I,  
(full name of seconder)

an ordinary member of the Society, second the above nomination.

Signature of seconder

Date

I hereby consent to the above nomination.

Signature of nominee

Date

\*Delete whichever does not apply

**NOTE:**

Rule 2.7 provides that the rights of an ordinary member, including the right to nominate or second a person for election to the Committee or to stand as a candidate for election to the Committee, cannot be exercised:

- (a) if his or her membership has been suspended under rule 11; or
- (b) unless all money due and payable by the member to the Society has been paid, other than the amount of the annual subscription payable in respect of the current year.