



POSTGRADUATE MEDICAL EDUCATION COUNCIL OF TASMANIA Inc

C o n s t i t u t i o n

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Constitution

Part 1 – Preliminary

1. Name & Objectives of the Association

- a. The name of the Association is the “Postgraduate Medical Education Council of Tasmania” ('the Organisation').
- b. The Association is an association under Tasmanian law.
- c. The objectives of the Organisation are the provision and monitoring of high-quality education, training and support to junior medical staff in Tasmania to enable them to deliver safe, effective and compassionate care to all Tasmanians.
- d. In carrying out the objectives the Organisation has the following powers, namely:
 - i) the purchase, taking on lease, licence or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be considered necessary or convenient for any of the objects or purposes of the Organisation.
 - ii) the buying, selling, and supplying of, and dealing in, goods and services of all kinds.
 - iii) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Organisation.
 - iv) the acceptance of any funds, subscriptions, donations of real and personal property and gifts, whether subject to a will, special trust or not, for any one or more of the objects or purposes of the Organisation.
 - v) the taking of such steps from time to time as the Organisation may deem expedient for the purpose of procuring contributions to the funds of the Organisation, whether by way of donations, subscriptions, or otherwise.
 - vi) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board and/or PMCT Executive (as the delegations prescribe) may think desirable for the promotion of the objects and purposes of the Organisation.
 - vii) the borrowing and raising of money in such manner and on such terms as the Board and/or PMCT Executive (as the delegations prescribe) may think fit.
 - viii) the investment of any moneys of the Organisation not immediately required for any of its objects or purposes in such manner as the Board and/or PMCT Executive team (as the delegations prescribe) may from time to time determine.
 - ix) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions, which have similar objects to the Organisation.
 - x) the establishment and support, or aiding in the establishment and support, of organisations, institutions, funds, trusts, schemes, and conveniences calculated to benefit employees or past employees of the Organisation and their dependants, and the granting of pensions, allowances, or other benefits to employees or past employees of the Organisation and their dependants, and the making of payments towards insurance in relation to any of those purposes.

- xi) the establishment and support, or aiding in the establishment or support, of any other Organisation or trust formed for any of the objects of the Organisation.
- xii) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any organisation with which the Organisation may at any time become amalgamated in accordance with the provisions of the [Associations Incorporations Act 1964](#) (Tas) (“the Act”) and the Constitution of the Organisation.
- xiii) to undertake and make freely available the results of research in postgraduate education and the training of medical staff financed by the Organisation and wherever possible to publish those results in the scientific press.
- xiv) to consider all issues relating to research in the postgraduate education and the training of medical staff health including legislative or other measures affecting such matters.
- xv) to engage such officers and employees as the Organisation may require upon such terms, conditions including without limitation as to remuneration, honoraria or bonus, and may pay those amounts as the Board and/or PMCT Executive team (as the delegations prescribe) may determine as reasonable and proper for the purposes of the Organisation.
- xvi) the appointment of agents and contractors to transact any business of the Organisation on its behalf; and
- xvii) the doing of all such other lawful things incidental or conducive to the attainment of the objects of the Organisation or of any of the powers specified in the previous provisions of this sub-clause.

2. Interpretation

2.1 Definitions

In this Constitution, words and phrases have the following meaning and interpretation :

- i) ‘Act’ means the [Associations Incorporations Act 1964](#) (Tas) as amended
- ii) ‘Board of Directors’ means the Board of Directors constituted under clause 11
- iii) ‘Chair of the Board’ means the person elected under clause 11(d)
- iv) ‘Chief Executive of PMCT” means the person(s) employed under clause 17(b)
- v) ‘Committee” means a ‘Committee of the Board’ established under clause 16
- vi) ‘Board’ means the Board of Directors of the Organisation, as established under clause 11
- vii) ‘Member’ means any person who is a member of the Organisation as per clause 3.
- viii) ‘PMCT Executive’ means the Chief Executive(s), Deputy Chief Executive and the Principal Officer of the Organisation
- ix) ‘Principal Officer’ means the person employed under clause 17(d)
- x) ‘Financial year’ means a period of 12 months ending on June 30 each year
- xi) ‘Public Officer’ means a person required to act in that capacity in accordance with *the Act*.
- xii) ‘Special Resolution’ means a resolution:
 - i) of which notice has been given under clause 8b; and

- ii) that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution including proxies.
- (xiii) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (ix) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

2.2 Reading this Constitution with the Act

- a. The model rules set out in the Associations Incorporation (Model Rules) Regulations 2017 (Tas) do not apply to the Association.
 - b. The Act overrides any clause in this Constitution which is inconsistent with that Act.
 - c. A word or expression that is defined in Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.
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Part 2- Members

3. Membership

- a. The Members of the Organisation will be the Board members in office, from time to time.

4. Register of Members

- a. The Principal Officer must keep a register of Members which contains the name, address, telephone number, email address and date of joining and ceasing membership of each Member.
- b. The register of Members must be made available upon request for inspection by Members.

5. Meetings

Meetings of the Members, the Board, or its Committees may be held face-to-face, via video-conference or using any technology that gives the members of that body as a whole a reasonable opportunity to participate.

6. Annual General Meetings

- a. The Association must hold an Annual General Meeting of its Members each calendar year. The Annual General Meeting must be held within three (3) months after the end of the financial year (30th June) on such a day and at such a time as the Board of Directors determine and give notice of.
- b. The business of the Annual General Meeting is, as a minimum:
 - (i) the presentation of the financial statements containing the following particulars:
 - (1) the income and the expenditure of the Organisation during the previous financial year
 - (2) the assets and liabilities of the Organisation at the end of the previous financial year
 - (3) the mortgages, charges and securities of any description affecting any of the property of the Organisation at the end of the previous financial year.

- xiii) the election every three (3) years of the Executive Director of Medical Services or their equivalent from one of the THS organisations to sit on the Board of Directors, with eligibility for election limited to those nominated to the Board prior to the AGM
- (ii) the presentation of the reports of the Chair of the Board and the Auditor. The report of the Chair of the Board must include a summary of the activities of the Organisation for the preceding twelve (12) months and a summary of the projected program of the Organisation for the following financial year.
- (iii) advising of the office holders nominated for the following financial year
- (iv) the appointment of an Auditor; and
- (v) such other business as has been notified to the Members.

7. Special General Meetings

- a. A special general meeting must be called if the Public Officer is directed to do so by the Board or is requested to do so by not less than 10% of the Members of the Association entitled under the Constitution to vote at a General Meeting. This direction or request must be in writing and must include the reason for the direction or request. This reason must accompany the notice of meeting.
- b. If the Public Officer fails, within fourteen (14) days of being so directed or requested, to give notice of a special general meeting, any member of the Board which requested the meeting may call it.
- c. The only business which may be discussed at a special general meeting is the business set out in the notice of meeting.

8. Procedure for General Meetings

- a. For the purpose of clauses 8-20 General Meetings include the Annual General Meeting, and any special general meetings.
- b. Notice of General Meetings must be given as follows:
 - (i) if a Special Resolution has been proposed, that is, a resolution to amend the Constitution, statement of purposes, the name of the Organisation, or in relation to the winding up of the Organisation, subject to iii) at least twenty one (21) days' notice, specifying the intention to propose the resolution as a special resolution;
 - (ii) in any other case, subject to iii) at least fourteen (14) days' notice.
 - (iii) with short notice of less than the period required by i) or ii) (as is relevant), if at least 75% of Members agree to that short notice in writing beforehand.
 - (iv) Any Member of the Association may vote via proxy in General Meetings. The proxy may be given to any other Member. The granting of a proxy by a Member may be:
 - (1) Directed, in that it specifies how the vote is to be cast on any given motion
 - (2) Undirected, in that it provides the holder of the proxy discretion on how to vote on any given motion.
- c. The quorum at a General Meeting is half of the Members of Organisation plus one, present, either in person or via tele/videoconference. No business will be transacted at any General Meeting unless a quorum of Members is assembled.

- d. The Chair of the Board has the right to preside at all General Meetings, but if the Chair of the Board does not wish to do so, or is absent from the meeting, the meeting must elect another Member to preside.
- e. The person presiding at a General Meeting may adjourn the meeting and determine the place and time at which the meeting is to resume. The only business which may be discussed at a resumed General Meeting is the unfinished business at the time of adjournment.
- f. The person presiding at a General Meeting may determine any matter of procedure not referred to in this rule.
- g. If within thirty (30) minutes from the time appointed for the commencement of the General Meeting a quorum is not present; the meeting must be adjourned.
- h. The quorum at a meeting resumed after an adjournment is as defined in clause 8(c) above.
- i. Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting, as described in clause 8(b) above.

9. Written Member resolutions

- a. Members may by written resolution signed by all Members, pass an ordinary resolution.
- b. The process for approving a written resolution is as follows:
 - (i) All Members of the Association entitled to vote on the resolution must be given notice of the request for consideration of the written resolution.
 - (ii) All Members must acknowledge via email or sign a document containing a statement that they are in favour of the resolution set out in the document.
 - (iii) Separate copies of a document may be used for signing by the Members if the wording of the resolution and statement is identical in each copy. In the case of emails, separate emails may be compiled to support a resolution.
 - (iv) The resolution is passed when the last Member required to pass the resolution indicates their support for the resolution.

10. Voting at a General Meeting

- a. Voting at a General Meeting must be conducted and decided by:
 - (a) a show of hands;
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- a. A declaration by the person presiding that a resolution has been carried or carried by a particular majority or lost, and an entry to that effect in the minutes of the proceedings of the Association will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- b. A special resolution is carried if at least three quarters of the votes of Members present and entitled to vote, including valid proxies, vote in favour of it.
- c. Any other resolution is carried if a simple majority of the votes of Members present and entitled to vote, including valid proxies, vote in favour of it.
- d. Every Member present in person including by proxy will have one vote.

- e. The instrument appointing a proxy shall be in writing under the hand of the appointor or the attorney of the appointor duly authorised in writing.
- f. The instrument appointing a proxy must be delivered to the Principal Officer personally, by mail or email not less than 48 hours before the time for holding the meeting at which point the person named in the proxy proposes to vote and in default the instrument of proxy will not be treated as valid.
- g. A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or unsoundness of mind of the appointor or the revocation of the proxy, if no notice in writing of such death, unsoundness of mind or revocation has been received by the Association before the commencement of the meeting or adjourned meeting at which such vote is given.
- h. Every notice convening a General Meeting must contain a statement that a Member entitled to vote at the meeting is entitled to appoint another Member as proxy to attend and vote at such meeting and must specify the address at which proxies must be deposited and must enclose a form of instrument of proxy.
- i. In the case of an equality of votes, the person presiding of the meeting at which the vote takes place will be entitled to a second or casting vote.

Part 3 – Board of Directors

11. The Board of Directors

- a. The Board of Directors of the Association will consist at any given time of at least five but no more than 13 Directors comprising persons as follows:
 - (i) The person nominated by the Secretary of the Tasmanian Department of Health.
 - (ii) The person nominated by the Tasmanian Board of the Medical Board of Australia.
 - (iii) The person nominated by the Executive Dean of the UTAS College of Health and Medicine, University of Tasmania.
 - (iv) The person or persons representing Prevocational Doctors employed in the Tasmanian health system through the Tasmanian JMO Forum as selected by the JMO Forum.
 - (v) The Executive Director of Medical Services or their equivalent from one of the THS organisations as nominated to and elected at the AGM.
 - (vi) At least one consumer representative nominated by the Tasmanian Health Consumer Forum, or its successor.
 - (vii) The Board Chair, Treasurer and Committee Chairs where they are not already members of the Board when appointed under paragraph (d) or clause 16(c).
 - (viii) Up to 3 additional persons appointed by the Board in accordance with paragraph 11(d).
- b. The Chief Executive(s), Deputy Chief Executive (if relevant) and Principal Officer, employed under clause 17, will have a standing invite to attend the Board of Directors meetings, but will not be a Director of the Association, Member of the Association, or member of the Board and accordingly although they may speak at meetings as permitted by the Chair, they will not have any voting or moving rights.
- c. The Board members may nominate Directors under clauses 11 (a)(viii) and 11(b) using the process in 11(h), by reference to the skills and qualifications they believe would be useful for

- the Board. A person nominated under this clause may or may not be a medical practitioner but must have demonstrated an interest in prevocational medical education.
- d. The Board must elect the Chair and Treasurer at a special meeting of the Board to be held after the Annual General Meeting each year. They need not be a Board member prior to appointment but must become a Board member as part of their appointment. The Chair cannot be an employee of PMCT.
 - e. The Board may resolve to remove the Chair or Treasurer from those offices at any time and elect a replacement. They would however remain a Board member until their term expires or their position becomes vacant for any other reason.
 - f. There is no limit on the number of years a Board member may hold office, subject to the Board of Director appointment provisions above and below respectively.
 - g. The position of a member of the Board of Directors will become vacant if the holder of that office:
 - i. becomes bankrupt or makes an arrangement or composition with creditors generally,
 - ii. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
 - iii. ceases to be a member of the Board in accordance with paragraph (l);
 - iv. has their nomination removed by their nominator,
 - v. resigns from role of Director by notice in writing given to the Principal Officer.
 - h. With regards to appointment of Directors of the Board under clause 11(a) and (b):
 - (i) The nomination of a person by their appointing organisation must be in writing by the head of that organisation or a Director (as is appropriate) and:
 - (1) must be accompanied by the written consent of the person nominated to act as a Director and to become a Member of the Association if appointed by the Board;
 - (2) must be lodged with the Principal Officer of the Organisation who will refer it to the Governance and Nominations Committee.
 - (ii) Upon receipt of a nomination from the Governance and Nomination Committee the Board of Directors will vote on whether to accept the nomination at their next meeting.
 - (iii) If the Board resolves to accept the nomination, the person will become a Director and a Member of the Association and their appointor will be notified accordingly.
 - i. Persons are appointed to the Board and Committees for a three-year term. Directors may be renominated for further terms by their appointor after each three years. Although they may be nominated by an appointor, their duties at all times are to the Organisation, not their appointor and they must act in the best interests of the Organisation. They may only share information with their appointing organisation that has been approved for such release by the Board.
 - j. The Board may resolve to remove a Director for any reason by special resolution of a Board meeting (i.e. with the agreement of 75% of those present and entitled to vote). The conflict provisions in clause 18 will apply so that a Director who is the subject of such a resolution may not vote on the matter but will have the right to be heard and then must leave the meeting while voting occurs. If the resolution is passed the Director's removal will apply from the end of the meeting at which the resolution is passed and the Director and their appointor will be notified in writing.

12. Management and Powers of the Board

- a. The business of the Association is to be managed by or under the direction of the Board of Directors to achieve the objects of the Association.
- b. The Board of Directors may exercise all the powers of the Association except any powers that the Associations Incorporations Act 1964 (Tas) or this constitution requires the Members to exercise through a General Meeting.
- c. The Board of Directors may make by-laws consistent with this Constitution for the better management of the affairs of the Association.

13. Proceedings of the Board of Directors

- a. The Board of Directors will to the extent outlined in the Delegation of authority:
 - i) Coordinate and oversee the activities of the Organisation.
 - ii) Act as an authoritative body of reference receiving reports and recommendations from the PMCT Executive and dealing with those issues as it may see fit.
 - iii) Exercise general control over the finances of the Organisation.
 - iv) Acquire by purchase, gift, bequest or any other means such as property real or personal and such other assets or goods as may concern the Organisation as a whole and dispose of the same as may be determined from time to time.
 - v) Exercise all the powers of the Board to borrow money and to mortgage or change the property or any part thereof.
 - v) Take all necessary steps to promote the interests of the Organisation.
 - vi) Appoint and instruct the PMCT Executive and Board Committees as may be required.
 - vii) Do all such other lawful things as may be incidental to or conducive to the attainment of the objects of the Organisation.
- b. The Board of Directors may meet for the management of business and adjourn and otherwise regulate their meetings, as set out in this Constitution and otherwise as they think fit.
- c. With the approval of the Board of Directors, a member of the Board of Directors may appoint an alternate to exercise some or all of that Director's powers for a specified period. This alternate should come from the same appointing organisation as the board member in question.
- d. If the appointing member of the Board of Directors requests the Principal Officer to give the alternate notice of directors' meetings, they must do so.
- e. When an alternate exercises powers as part of the Board of Directors, the exercise of the power is just as effective as if the powers were exercised by the appointing member of the Board of Directors.
- f. The appointing member of a Board member may terminate any alternate's appointment at any time.
- g. The appointment or termination of the appointment of an alternate must be provided in writing to the Principal Officer. A copy must be given to the Chair of the Board.
- h. The Board of Directors may appoint a person as a member of the Board of Directors, in accordance with clause 11 (c) above.

- i. The Board of Directors may delegate any of their powers (with the exception of the power of delegation) to a committee of the Board of Directors.

14. Circular resolutions

The Board of Directors may pass a resolution without a meeting of the Board of Directors being held by means of a circular resolution by agreeing to a resolution in writing. The process for approving a written resolution is as follows:

- (i) All members of the Board of Directors entitled to vote on the resolution must be given notice of the request for consideration of the written resolution.
- (ii) At least a majority of the Directors must acknowledge via email or sign a document containing a statement that they are in favour of the resolution set out in the document.
- (iii) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. In the case of emails, separate emails may be compiled to support a resolution.
- (iv) The resolution is passed when the last member of the Board of Directors required to provide the majority indicates their support for the resolution.

15. Other Decisions

- a. The quorum for a meeting of the Board of Directors is half of the members of the Board of Directors plus one, and the quorum must be present at all times during the meeting.
- b. A resolution of the Board of Directors, with the exception of removal of a Director under clause 11(j), must be passed by a majority of the votes cast by members of the Board of Directors present and entitled to vote on the resolution. The person presiding has a casting vote if necessary in addition to any vote they have in their capacity as a member of the Board of Directors.

There is no provision for proxy voting on decisions made by the Board of Directors

- c. The continuing members of the Board of Directors may act notwithstanding any vacancy in the Board of Directors but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary number for the Board of Directors, the continuing member or members may act for the purpose of increasing the number of members of the Board of Directors to that number or of calling a General Meeting of Members , but for no other purpose.

16. Committees of the Board

- a. The Board may at any time appoint a Committee from the Board and others as it may think fit and will prescribe the powers and functions of such bodies and its manner of operation in a Charter (a Committee).
- b. A Committee must comprise at least one Board member. The Board may add as members of a Committee such persons as it thinks fit, whether or not those persons are members of the Board.
- c. The Board shall appoint a Chair of each Committee, and each of these must be previously or subsequently appointed as a member of the Board. They cannot be employees of the Organisation.

- d. Each Committee shall keep minutes of the proceedings of its meetings.
- e. The quorum for Committee meetings shall be half of its membership plus one.
- f. Each Committee will meet no fewer than 3 times per year.
- g. Reports and Minutes of the proceedings of the Committee meetings will be presented to the Board at the next Board meeting.
- h. If at any meeting the Chair of that Committee is not present the members of that Committee may nominate another member to preside over the meeting.
- i. A Committee may meet and adjourn as it thinks proper.
- j. Questions arising at any Committee meeting shall be determined by a majority of votes of the Committee members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
- k. The Chair or acting Chair of each Committee shall convene and chair meetings of the committee and otherwise the Committee shall regulate its own proceedings subject to its Charter and any other Board policy provided.

17. PMCT Executive

- a. The PMCT Executive of the Organisation is responsible for the day-to-day operations of the Association and consists of:
 - (a) The Chief Executive(s) of the Organisation employed under this clause 17(a).
 - (b) The Deputy Chief Executive of the Organisation (if this role is appointed under clause 17(b)).
 - (c) The Principal Officer of the Organisation under clause 17(d).
- b. The Board of Directors will from time to time employ one person or two people to be the Chief Executive of the Organisation for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- c. The Board of Directors may from time to time employ one person to be the Deputy Chief Executive of the Organisation for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- d. The Board of Directors will from time to time employ one person to be the Principal Officer for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- e. The Board of Directors may, upon such terms and conditions and with such restrictions as they think fit, delegate to the PMCT Executive any of the powers exercisable by them other than those powers that are non-delegable under the Act in a written Delegation of authority.
- f. Any powers so delegated may be concurrent with, or be to the exclusion of, the powers of the Board of Directors.
- g. The Board of Directors may at any time withdraw or vary any of the powers so delegated to the PMCT Executive

Part 4 – General Matters

18. Disclosure of Interests

- a. A member of the Association, Board of Directors, PMCT Executive or Committee of the Organisation with an actual, perceived or potential conflict of interest in any matter within the activity of the Organisation must disclose this to the relevant entity at the earliest possible opportunity in accordance with the *PMCT Conflict of Interest Policy*.
- b. A member of the Association, Board of Directors, PMCT Executive or Committee of the Organisation who becomes interested in a contract or arrangement after it is made or entered into must disclose this to the relevant entity at the earliest possible opportunity.
- c. No member of the Board of Directors, Committee Member or PMCT Executive shall be present during deliberations or vote on a matter in respect of which they are interested or conflicted and if they do so vote their vote shall not be counted, except as provided under paragraph (d)
- d. A person may still be present and vote if:
 - (d) their interest relates to an insurance contract that insures, or would insure, them against liabilities that they incur in their role with PMCT.
 - (e) their interest relates to a payment by the Association under clause 26;(indemnity), or any contract relating to an indemnity that is allowed under the law; or
 - (f) A majority of the body voting, which majority do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the person the nature and extent of the person’s interest in the matter and how it relates to the affairs of the Association, and
 - (ii) states that the majority of the body are satisfied that the interest should not stop the person from voting or being present.

19. Finance and Bank Accounts

- e. The funds of the Organisation may be derived from government agency or stakeholder funding, subscriptions, donations, grants, proceeds of fundraising activities, interest on investments, and such other sources as the Board may determine.
- f. All money received on behalf of the Organisation must be deposited in a bank account or accounts in the name of the Organisation.
- g. The Directors must decide on the responsible financial management of the Association including how money will be managed such as how electronic transfers or other payments must be authorised and signed or otherwise approved.
- h. The financial books and records of the Organisation may be kept in electronic form, and if so, must be convertible to hard copy.

20. Books and Records

- a. The Association must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance, and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- b. The Association must also keep written records that correctly record its operations.

- c. The Association must retain its records for at least 7 years.
- d. The Directors must take reasonable steps to ensure that the Association's records are kept safe.
- e. The Principal Officer shall keep a record of Member, Board and Committee minutes and shall ensure that proper entries are made of all business transacted at every meeting of the Members, Board, and Committees. Minutes of a meeting are to be prepared within one month. Such minutes shall be reviewed and acknowledged as a true reflection of the meeting by the persons attending the meeting via resolution at their next meeting. Such minutes must be signed by the Chair of the meeting after they have been confirmed. The records of the Organisation may be kept in electronic form, and if so, must be convertible to hard copy.

21. Winding Up

If the Organisation is wound up, or its incorporation cancelled, the assets remaining after satisfying all liabilities must not be paid or distributed amongst the Members, but must be transferred to its successor or to an institution or institutions:

- a. having similar purposes to those of the Organisation; and
- b. which prohibits or prohibit the distribution of its or their income amongst Members to an extent at least as great as is imposed on the Organisation under or by virtue of this clause and the following clauses; and
- c. which is determined in accordance with a Special Resolution at a General Meeting of the Association, or, in the absence of such a resolution, by the Commissioner for Corporate Affairs or his successor.

22. Prohibition of Distribution to Members

- a. The income and the property of the Organisation must be used and applied solely to the promotion of its purposes and the exercise of its powers as set out in this Constitution.
- b. Nothing in this clause prevents the payment in good faith:
 - i. of interest to any Member in respect of money advanced by that Member to the Organisation, or otherwise owing to that Member.
 - ii. of remuneration to any officer or employee of the Organisation.
 - iii. to any member of the Association Board of Directors, PMCT Executive or other person in respect of services actually rendered to the Organisation.
 - iv. to any member of out-of-pocket expenses, money lent, reasonable and proper charges for the hire of goods by the Organisation, reasonable and proper rent for premises let to the Organisation or the provision of services by the Member, to which that Member would be entitled in accordance with the purposes if they were not a Member.

23. Changes to the Constitution

The Constitution can only be changed by Special Resolution of the Members at a General Meeting.

24. Common Seal

If the Association has a common seal:

- a. the Board of Directors must provide for the safe custody of the seal: and
- b. the seal may only be used by the authority of the Board of Directors (or of a committee of the Board of Directors authorised by the Board of Directors to authorise the use of the seal) and each document to which the seal is fixed must be signed by two members of the Board of Directors as authorised by the Board.

25. Notice to Members, Directors and Committee members

Any notice to a Member, Director or Committee member required by this Constitution is sufficient if emailed, posted or delivered to the last address of that person notified in writing to the Principal Officer. Notice to a person is deemed to have been received on the second day after it was posted or transmitted. The inadvertent or accidental failure to give any person, notice of any proposed meeting, or the non-receipt by such person of any notice shall not invalidate the proceedings at any such meeting or any resolution passed at it.

26. Validation of Acts of the Board and Committees

If it is afterwards discovered that there was some defect in the appointment or election of a person as a member of the Board or a Committee, or that a person so appointed or elected was ineligible, all acts done at any meeting of the Board or a Committee, or by any person acting as a member of the Board or Committee are as valid as if that person had been duly appointed or elected and was eligible to be a member of the Board or a Committee.

27. Indemnity

- a. Every member of the Board, and other officer of the Organisation, must be indemnified out of the property of the Organisation against any liability incurred by that person in that capacity in defending any proceedings:
 - i) in which the person acted in good faith or with due diligence; or
 - ii) in which judgment is given in favour of that person; or
 - iii) in which the person is acquitted; or
 - iv) in connection with any application in relation to any such proceedings, in which relief is granted to that person.

- b. Survival of indemnity

The indemnity in clause 27(a) will continue notwithstanding that the Board member or officer of the Organisation ceases to be associated with the Organisation.

- c. Indemnity subject to law

The indemnity in clause 27(a) does not apply so as to indemnify the person from any liability for which the Organisation is prohibited from indemnifying under the Act.

28. Directors' access to documents

- a. A Director has a right of access to the financial records of the Association at all reasonable times.
- b. If the Directors agree, the Association must give a Director or former Director access to:
 - (i) certain documents, including documents provided for or available to the Directors, and
 - (ii) any other documents referred to in those documents.

29. Liability of Members & Officers

In accordance with section 27 of the Act, and except as otherwise provided in the Act, a Member or officer of the Organisation shall not, by reason only of being such a Member or officer, be liable to contribute towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding-up of the Organisation.

30. Auditor

- a. If an appointment of the auditor is not made at the Annual General Meeting the Board must appoint an auditor for the then current financial year.
- b. The appointed auditor may only be removed from office by the General Meeting's Special Resolution.
- c. If a casual vacancy occurs in the office of auditor during the course of a financial year, the Board may appoint a person to be an auditor and the person so appointed shall hold office until the next Annual General Meeting.