

ASSOCIATIONS INCORPORATION ACT 1985

RULES OF

SOUTH AUSTRALIAN INDIAN MEDICAL ASSOCIATION INCORPORATED

1. Name

- 1.1 The name of the incorporated Association is **SOUTH AUSTRALIAN INDIAN MEDICAL ASSOCIATION INCORPORATED** referred to herein as "the Association".

2. Registered Office

- The registered office of the Association shall be Newland House 80 Brougham Place North Adelaide SA 5006

3. Rules

3.1 Definition

In these rules, unless the contrary intention appears:

Act means the Associations Incorporation Act, 1985;

Beneficiary means people from the Indian subcontinent or a Person of Indian origin/Descent who are in some way disadvantaged;

Board means the Board of Directors of the Association;

Board Meeting means a meeting of the Board;

Meeting means an annual general meeting or a special general meeting of members of the Association;

Regulations mean the Associations Regulations, 1985.

3.2 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, if the function is a duty, a reference to the performance of the duty.

4. Objectives

- (a) To promote the provision of high quality services by the members of the Association to Beneficiaries which will enhance the quality of their life, rights and dignity.
- (b) To develop guidelines for the establishment and implementation of quality services offered by the membership to the Beneficiaries.
- (c) To provide a united voice in lobbying for recognition and implementation of appropriate and adequate service provision for the Beneficiaries.
- (d) To provide a vehicle for the dissemination of information and support for members.

- (e) To lobby for the provision of professional support to members already employed providing services to Beneficiaries.
- (f) To provide information about continuing education opportunities and to conduct activities which will promote the level of expertise in serving the particular needs of Beneficiaries.
- (g) To liaise with other organisations to enable members to have access to information relevant to practice in developing countries.
- (h) To provide representation on relevant professional forums.
- (i) To seek from governmental and private bodies and agencies, funds by way of loan, grant or donation for the purpose of advancing the objects of the Association.
- (j) To do all such lawful things as may be incidental or conducive to the attainment of the above objectives.

5. Not for Profit Institution

The assets and income of the Association shall be applied solely in furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to a member of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

6. Powers

- (a) The Association shall have all the powers conferred by Section 25 of the Act together with any powers specifically conferred by these rules.
- (b) The Board shall be entitled to exercise the full powers of the Association, and without limiting those powers, shall have the management and control of the funds and other property of the Association.

7. Borrowing Powers

- (a) Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association.
- (b) Subject to Section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

8. Gift Fund

- (a) The Association must maintain for the principal purpose of the Association a “gift fund” which complies with Subdivision 30-BA of the Tax Act.
- (b) The Association must use the gift fund only for the principal purpose of the Association.
- (c) At the first occurrence of one of the following events:
 - i. the winding up of the gift fund; and
 - ii. the revocation of the Association’s endorsement under Subdivision 30-BA of the Tax Act,

the Association must transfer any surplus assets of the gift fund to a fund, authority or institution gifts to which can be deducted under Division 30 of the Tax Act.

 - iii. In this clause, “Tax Act” means the *Income Tax Assessment Act 1997*.

9. Ordinary Membership

- 9.1 Ordinary membership of the Association is open to a person who:
- (a) is a current or past registered medical practitioner in a state or territory of the Commonwealth of Australia,
 - (b) who subscribes to the objects of the Association, and who agrees to abide by the rules and regulations from time to time applicable to its members;
 - (c) has been nominated for membership as provided herein;
 - (d) has been approved for membership by the Management Committee of the Association.

10. Nomination for Ordinary Membership

10.1 Nomination for Ordinary Membership

- (a) shall be made by two Ordinary Members in writing in such form as prescribed by the Management Committee from time to time and
- (b) shall be lodged with the Secretary General of the Association.

10.2 Upon receiving a nomination for membership the Secretary General shall refer it to the Management Committee for consideration.

10.3 Upon approval of the nomination, the Secretary General shall notify the nominee and request payment of the appropriate entrance fee and annual subscription within 28 days.

10.4 Upon receipt of these fees the Secretary General shall enter the nominee name in its register of Ordinary Members.

11. Cessation of Membership

11.1 A person ceases to be an Ordinary Member of the Association if he/she:

- (a) is deceased;
- (b) resigns;
- (c) fails to pay outstanding membership fees within two calendar months of the due date;
- (d) is expelled from the Association;
- (e) is a deregistered medical practitioner in any state or territory of the Commonwealth of Australia.

12. Categories of Membership

12.1 Membership shall be classified into five categories:

- (a) Ordinary Members who enjoy full voting rights and entitled to be nominated and elected to the Management Committee.
- (b) Associate Members who are restricted to allied health and nursing professionals who have registration with respective professional bodies.
- (c) Student Members which is open to all medical students and students of allied health courses in South Australia.

- (d) Honorary Members whose membership shall be conferred at the discretion of the Management Committee.
- (e) Long term members (10 year membership) who are eligible to be nominated and elected to the management committee and enjoy full voting rights

12.2 The procedure for membership application of Associate and Student members will be as in Clauses 9 and 10 above.

12.3 Associate, Student and Honorary members will have no voting rights nor be eligible to hold office in the Management Committee.

13. Resignation of Membership

Resignation of membership shall be provided in writing to the Secretary General /President of the Association.

14. Register of Members

14.1 The Secretary General of the Association shall establish and maintain a register of members.

14.2 This register shall be kept at the safe location in a principal place of administration of the Association.

15. Fees, Subscription

15.1 Any person who is admitted to membership of the Association shall pay such entrance fee as the Management Committee shall from time to time determine.

15.2 In addition to any amount payable under sub-clause 15.1 above, a member of the Association shall pay annual membership fee as the Management Committee shall determine from time to time.

15.3 Annual subscription fee shall fall due on the 1st July every year. Any person joining the Association between the 1st January and 30 June shall pay half the annual fee for that year.

15.4 All fees paid are not refundable.

16. Indemnity of Management Committee Members

The Management Committee members shall be indemnified out of the funds of the Association for any liability incurred by them in the bona fide execution of their duties under this constitution.

17. Liability of Members

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 15 above.

18. Disciplining of Members

18.1 Where the Management Committee is of the opinion that a member of the Association has

- (a) persistently refused or neglected to comply with a provision(s) of the constitution, or
- (b) persistently or wilfully acted in a manner prejudicial to the interest of the Association,

the Management Committee may by resolution

- (i) expel the member from the Association, or

- (ii) suspend the member for membership of the Association for a specified period.

18.2 Where a resolution is passed under sub-clause 18.1, the Secretary shall serve a notice on the member setting out the following:

- (a) the resolution of the Management Committee and the grounds on which it is based;
- (b) the member's right to address the Management Committee at a meeting to be convened 14-28 days of service of the notice;
- (c) the date, place and time of the meeting;
- (d) the members right to
 - (i) attend and speak at the meeting, or
 - (ii) submit to the Management Committee a written representation relating to the resolution prior to the meeting or at the meeting, or
 - (iii) do both.

18.3 At the meeting held in accordance with sub clause 18.2 the Management Committee shall

- (a) give the member an opportunity to make oral and written representation.
- (b) by resolution, determine whether to confirm or revoke the first resolution.

18.4 Where the Management Committee confirms a resolution under sub-clause 18.3, the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Clause XIV.

18.5 A resolution confirmed by the Management Committee under sub-clause 18.3 will not take effect

- (a) until the expiration of the period of appeal, or
- (b) where the member exercises his right of appeal until the Association confirms the resolution in accordance with sub clause 19.3.

19. Right of Appeal of Disciplined Member

19.1 A member may appeal to the Association in a Special General meeting against a resolution of the Management Committee which has been confirmed under sub clause 18.3 within 21 days after the notice of the resolution is served on the member by lodging with the Secretary a notice to that effect, with the support of 25 ordinary members.

19.2 At the Special General Meeting convened:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Management Committee and the member shall be given the opportunity to state their cases orally or in writing or both;
- (c) the Ordinary Members present shall vote by secret ballot allowing or dismissing the appeal.

19.3 If by special resolution the Association dismisses the appeal, the resolution of the Management Committee will be deemed to be confirmed. If by special resolution the Association dismisses the appeal, the resolution of the Management Committee will be deemed to be confirmed and that decision of the special resolution of the Association will be final and conclusive.

20. Management Committee

- 20.1 The management of the Association shall be vested in a Management Committee which shall consist of an Advisory Council; Core Committee and an Executive Committee. The Executive Committee shall consist of at least 5 Ordinary members, one allied health and one student representative. The Core Committee shall be constituted by the President, Vice President, Treasurer and Secretary General. An Advisory council shall be constituted under the chairmanship of the Immediate Past President and only Past Core Committee members can be nominated to the Advisory Council as Councillors. The 5 ordinary members for the Executive committee shall be elected by the Ordinary Members at a properly constituted Annual General Meeting. The student representative and allied health representative shall be nominated by the new management committee and all management committee members will hold post for one year. The 5 ordinary members will take responsibility for the following portfolios
- 20.2
- A. Webmaster and Editor
 - B. CME and Events manager
 - C. Sports and Public relations
 - D. Human Resources and Professional development
 - E. Rural and Remote (GP liaison)
- 20.2 Committee Members shall hold office until the subsequent Annual General Meeting. Roles and Responsibilities for all the Management committee will be sent to all discerning members prior to the AGM
- 20.3 The actual number of succeeding Management Committee members shall be determined by the incumbent Management Committee.
- 20.4 The Management Committee may by resolution form sub-committees with power to co-opt any person to serve in such sub-committees for any purpose, and for such length of time as in its opinion is in the interest of the Association provided that every such sub-committee is chaired by a member of the Management Committee. The President and the Vice-President shall be ex-officio members of every sub-committee.
- 20.5 No member of the Management Committee shall be appointed to any salaried office of the Association or be paid fees or receive remuneration or any other benefits in money or money's worth except for the reimbursements of out-of-pocket expenses properly incurred in the discharge of the business of the Association and payments of interest at a rate not exceeding the prime rate currently chargeable by commercial banks in Adelaide for money lent to the Association, and reasonable rental for premises rent to the Association.
- 20.6 All reimbursement should be approved by the Management Committee.

21. Office-Bearers and Election Process

- (a) Such other additional office-bearers as shall be decided by the elected Management;
 - (b) Committee members pursuant to the provisions in sub clause 20(3).
- 21.2 The Management Committee members shall be elected at the Annual General Meeting.
- 21.3 In the event of a casual vacancy occurring, the committee may appoint an Ordinary Member to fill the vacancy and the person so appointed shall hold office until the conclusion of the next Annual General Meeting.
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- 21.4 The nominations for the Management Committee will be invited 28 days prior to AGM. The nominations should reach the secretary at least 7 days before the AGM. The Secretary will send the nomination form along with the notice of AGM by email or hard copy.
- 21.5 All the members present at AGM and proxy voters will be asked to number the nominees from 1-5 in

declining preference- 1 being most favoured and 5 being least favoured. The vote count will be weighted with candidate getting 1st preference be given 5 marks and the candidate given 5th preference be given 1 mark. The individual score will be added to arrive at final list of 5 peoples

21.6 The member getting the highest votes will have the option to become president. In case he / she declines the second highest will be invited to become president and so on. Once the President post is filled the next highest scorer will have the option to become vice president. Treasurer and Secretary will be nominated among the remaining members of the management committee by majority vote.

21.7 No member shall hold the office of the President for more than two consecutive years. There is no fixed tenure for the advisory council members.

22. Proceedings of the Management Committee

22.1 The Management Committee shall meet at least once every two months to dispatch the business of the Association. The President or the Secretary may at the request of any two members of the Management Committee call a meeting of the committee at any time.

22.2 Matters arising at any committee meeting shall be decided by a majority of those present which shall for all purposes be a determination of the committee. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

23. Casual Vacancies

23.1 A casual vacancy in the office of a member of the Management Committee occurs if the member:

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the South Australia Companies Code;
- (c) resigns office by notice in writing given to the Secretary;
- (d) becomes mentally ill or otherwise becomes legally incapacitated;
- (e) is absent from meetings of the committee for more than four months without leave of the committee;
- (f) has direct or indirect interest in any contract or proposed contract with the Association without declaring such interest to the Committee;
- (g) is removed from office upon a resolution passed by at least two thirds (2/3) majority of members at a Special General Meeting.

24. Annual General Meeting

24.1 The Annual General Meeting of members shall be held within the period commencing the first day of August to the thirty-first day of October of each year. In addition to any other business that may be transacted, the business at an Annual General Meeting shall be:

- (a) to confirm the minutes of the last AGM and of any special general meeting held since that meeting;
- (b) to receive and consider reports from the Management Committee relating to the activities of the Association during the last preceding financial year;

- (c) to elect members of the Management Committee, President and Vice President;
- (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 35 (4) of the Association Incorporation Act 1985.

25. Special General Meeting

Special General Meetings shall be called by the Secretary at the written request of at least 25% of the members of the Management Committee or at the written request of not less than 25 Ordinary Members of the Association. The Special General Meeting shall be convened within one month from the date of receipt of the written request.

26. Financial Year

The financial year of the Association shall commence on 1st July and end on the 30th June of the subsequent year.

27. Quorum

- 27.1 At a general meeting, the presence of not less than 15 Ordinary Members shall form a quorum. No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of such meeting.
- 27.2 At a meeting of the Management Committee, any four members of the committee constitute a quorum for the transaction of the business of the meeting.
- 27.3 In the event that a quorum is not formed within an hour of the time set down for the meeting, the meeting shall be adjourned at a time within one month of the date of such meeting determined by the members present at that general meeting. If at such adjourned meeting a quorum is not formed, those members present shall be deemed to be a quorum.

28. Proceedings at General Meeting

- 28.1 The President, or in his absence, the Vice-President shall preside at every general meeting of the Association. But if they are not present within fifteen minutes of the time set down for the meeting, or are unwilling to take the chair, then the members present shall elect amongst themselves an Ordinary Member to be the chairperson of the meeting, by a simple majority.
- 28.2 The chairperson, when directed by a resolution of the members present at the meeting may adjourn such meeting to a time and venue determined by the meeting, provided however, that no new business shall be transacted at any such adjourned meeting, other than the business left unfinished at the meeting so adjourned. In the event that the adjournment exceeds thirty days, a notice in writing of the adjourned meeting shall be given to all 6 members. An agenda of business to be transacted in such meeting shall not be required.
- 28.3 At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless before the vote is taken, a secret ballot demanded by the chairperson or by at least three members present. A declaration by the chairperson that a resolution has been carried, either unanimously or by any other majority or lost and an entry to that effect in the MINUTES BOOK of the proceedings of the Association shall be conclusive evidence of the result of the vote.
- 28.4 Every Ordinary Member of the Association present at a general meeting or by proxy shall have one vote. In the case of equality of votes, the chairperson shall have a second or casting vote.
- 28.5 Proxies shall be deposited with the secretary prior to the commencement of a general meeting.

28.6 Each proxy shall as nearly as circumstances will admit be in or to the effect of the following form:

I, of being an Ordinary Member of the South Australian Indian Medical Association (SAIMA) Inc. hereby appoint [Name] of [Address] or failing him, [Name] of [Address] as my proxy to vote for me on my behalf at the (Annual or Special as the case may be) General Meeting of the Association to be held on the day of, 20, and at any adjournment thereof.

I direct that my proxy shall vote as follows:

Signed, this xx day of xx 20xx

29. Notice of Meetings and Nominations

29.1 The Secretary shall give at least fourteen (14) days' notice in writing or by email of all General Meetings to the members of the Association, denoting the time, day, venue and the agenda of the meeting indicating the nature of the business to be transacted.

29.2 Nominations for members of the Management Committee are to be made in writing or by email. Nomination forms are to be issued together with the notice of the AGM. Nomination forms must be duly signed by the nominators and the nominee and must reach the Secretary no later than seven (7) days before the date of the scheduled AGM.

30. Funds

30.1 The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donation and, such other sources as the Committee determines.

30.2 The Association shall establish a cheque account with a major bank in Adelaide to be determined by the Management Committee at its first meeting.

30.3 The President, the Vice-President, the Secretary and the Treasurer for the time being of the Association shall be the authorised persons to sign all cheques and to make payments on behalf of the Association. All cheques must be signed by any two of the authorised persons.

30.4 All monies received by the Association must be deposited promptly in the Association's bank account and appropriated receipts must be issued.

30.5 All payments in excess of fifty dollars (\$50.00) made by the Association shall be by cheque.

30.6 The Management Committee does not have the authority to commit the Association to any major financial transaction, the total aggregate sum of which should not exceed \$100,000 in any one financial year without the approval of the membership at a General Meeting of the Association.

31. Authorization of Payments

All accounts shall be presented to, and approved for payment at a Management Committee meeting and full details of such approval shall be entered in the MINUTES BOOK of the committee.

32. Audit

32.1 The auditor(s) shall be elected at the Annual General Meeting. The auditor(s) shall examine all accounts, vouchers, receipts, books, etc. and furnish a report to the members at the Annual General Meeting. Audits are to be conducted at regular intervals at the discretion of the auditor(s).

32.2 The auditor(s) shall not be a member or relative of a member of the Management Committee.

- 32.3 Subject to sub-clause (4) hereunder, notice of intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty-one (21) days before the Annual General Meeting, and if he/she so wished, be heard at the AGM.
- 32.3 When the current auditor submits his/her resignation or notifies the Secretary of his/her intention not to seek re-election, sub-clause (3) above shall not apply.
- 32.4 In the event that the auditor fails to audit the accounts as required in sub clause 32.4, without reasonable cause, the President shall report to the Annual General Meeting and the members present may resolve to remove the auditor from the position and appoint another auditor with immediate effect.

33. Minutes

The Management Committee shall cause minutes to be kept

- (a) of all appointments of office-bearers and members of committees;
- (b) of the names of all the members present at meetings of the Association and the Committees;
- (c) of all proceedings at all meetings of the Association and the Committees.

Such minutes shall be signed by the chairperson of the meeting during which the proceedings took place or by the chairperson of the succeeding meeting.

34. Amendment of the Constitution

The statement of objects and the articles in this constitution may be altered, rescinded or added to, only by a special resolution passed by a three quarters (3/4) majority of members who are entitled to vote, or by written proxy, at any general meeting provided not less than 28 days written notice of the proposed amendment(s) has been given.

35. New Members to be given Constitution

A copy of the constitution shall be presented to every new member.

36. Winding up of the Association

The Association shall not be wound up or dissolved except at a General Meeting of the Association specially convened for the purpose and by resolution carried by a four fifths (4/5) majority of the votes recorded therein. In the event that upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution(s) having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its/their property among its/their members, such institution(s) to be determined by the members of the Association at or before the time of dissolution or winding up, or in default thereof by the Chief Justice of such court as may have or acquired jurisdiction in the matter.

37. Prohibition Against Distribution to Members

Income and property of the Association whensoever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association or reasonable and proper rent for premises let by any member of the Association.

Common Seal

The Management Committee shall provide for the safe custody of the Common Seal, and it shall not be used except in pursuance of a resolution of the Management Committee and in the presence of at least one member of the Management Committee and the Secretary of the Association who shall sign every instrument to which the seal is affixed.

39. By Laws

The Association in General Meeting shall have full power to make, alter or to repeal By-Laws on such matters relating to the affairs of the Association or for the purposes of carrying out its objects.