



AACP

AUSTRALIAN ASSOCIATION
OF CONSULTANT PHYSICIANS

Attachment 5

Proposed Amendments to Australian Association of Consultant Physicians Limited (AACCP) Memorandum and Articles of Association

Introduction

The Memorandum and Articles of Association (M&A) of the AACCP were written in 1989 at the time of the establishment of the AACCP. A number of amendments were made to the M&A in 2007. However, with the many changes in the operating environment for professional associations, other similar organisations and companies, the AACCP Council has identified the need for some further amendments to the M&A.

Each proposed amendment is listed below, together with a brief explanation.

Proposed Amendments

Each amendment will be moved by the Secretary Treasurer and seconded by the Vice-President.

1. That in articles 1.1, 7.1, 7.4 and 10, “Secretary Treasurer” be changed to “Treasurer”.

Explanation: With the establishment of a permanent secretariat for the AACCP, it has been decided it is more appropriate for the role of “Secretary” to be assumed by the AACCP Executive Officer position; this includes the role of Secretary to the Company.

2. That in article 2.4.1 “residential address” be deleted.

Explanation: The postal address is considered sufficient.

3. That article 2.4.2 be deleted.

Explanation: Council has determined that consultant physicians and paediatricians and Fellows of Faculties or Chapters of the RACP who apply for membership, and whose qualifications comply with Clause 2.3.1 of the M&A, will be accepted as members without separate consideration of each individual application by Council as currently required.

4. That article 2.4.3 be amended by changing “admitted to” to “accepted for” and delete “residential and postal address” and replace with “contact details”, so the clause reads: “The name of every person accepted for membership of the Association shall be forthwith entered in the Register of Members together with the date of his/her admission and his/her contact details”.

Explanation: The amendment acknowledges that any membership applicant whose qualifications comply with 2.4.4 will be accepted for membership. The change to contact details covers all required information.

5. That article 2.5 be amended by deleting “residential address or” and adding “or email” after “postal”.

Explanation: These amendments will facilitate communication between AACCP and members.

6. That in articles 2.6.1(f), 4.2.2(c), 4.2.4(c), 6.2.1(c), 6.2.2(c), 6.2.4(c) and 11.1(c) “Secretary Treasurer” be changed to “Executive Officer”.

Explanation: With the establishment of a permanent secretariat for the AACP, it has been decided it is more appropriate for the role of “Secretary” to be assumed by the AACP Executive Officer position; this includes the role of Secretary to the Company.

7. That in article 2.6.1(f) “or email” be added after “post”.

Explanation: These amendments will facilitate communication between AACP and members.

8. That article 2.6.2 be amended to read: “Any person who resigns his/her membership shall be eligible to re-apply for membership upon payment of the annual subscription for the year current at the time of his/her re-application and payment of any outstanding subscriptions.”

Explanation: This amendment is consequent on the amendments set out above in relation to acceptance for membership. The amendment removes the requirement for re-election of a re-applying member by the Council.

9. That article 7.2 be amended by deleting reference to Vice-President and Secretary Treasurer and adding the following words: “unless in the view of Council there are exceptional circumstances to warrant the President holding office for one additional term” so article 7.2 reads: “The President shall hold office for no more than three consecutive annual terms unless in the view of Council there are particular circumstances to warrant the President holding office for one additional annual term.”

Explanation: There should be no impediment to the positions of Vice-President and Treasurer holding office for longer periods, however it is appropriate that the position of President not extend beyond four consecutive annual terms.

10. That article 14 be amended by adding “of the Company” after “Secretary” in the title and the body of article 14.1.

Explanation: The article as amended better reflects the intent of the article. In this instance, “Secretary” refers to the Secretary of the company and thus refers to the intention that the Executive Officer be appointed to the position of Company Secretary. (Note that if the position of Executive Officer were to be vacant, under this clause the Council may appoint another person as Company Secretary.)

11. That article 15.2 be amended by deleting the words “by the Secretary or”.

Explanation: The amendment more appropriately reflects actual practice whereby the Secretary may not necessarily be the signatory on all documents.

12. That article 19 be amended by deleting the words “should be transferred to the Royal Australasian College of Physicians” and replacing with “shall be distributed in accordance with Clause 7 of the Memorandum of the Association”.

Explanation: As presently worded, this clause is inconsistent with Clause 7 of the Memorandum; the amendment makes Clause 19 of the Articles and Clause 7 of the Memorandum consistent.

13. That article 21 be amended as follows: “Indemnity and Insurance – Every officer and past officer (as defined in the Act) of the Association may be indemnified by the Association, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Association or a subsidiary of the Association, including legal costs and expenses incurred in defending any legal proceedings. This indemnity does not extend to any liability incurred by the officer arising from any claim made by that officer against the Association (whether that claim is made solely by the officer or otherwise).

The Association may pay the premium on a contract insuring a person who is or has been an officer of the Association to the fullest extent permitted by law.”

Explanation: The present indemnity clause needs to be updated to better reflect current practice and the proposed amendment is in line with provisions in constitutions of similar associations and colleges.