



**STATEMENT OF PURPOSES AND RULES**

**of the**

**Postgraduate Medical Council of Victoria Inc.**

Adopted 3 October 2016

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# Statement of Purposes

The purpose of the Postgraduate Medical Council of Victoria (**the Council**) is to contribute to the development of a high quality medical workforce that meets the needs of the Victorian health system. The Council supports the education, training, welfare and career development of doctors who have recently graduated or commenced work in Victoria and works with the professional entry and specialist vocational training bodies and relevant national bodies to promote integration of medical education and training.

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## 1. Name

The name of the incorporated association is The Postgraduate Medical Council of Victoria Inc. (in these Rules called "**the Council**").

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## 2. Interpretation

2.1 In these Rules, unless the contrary intention appears:

**Act** means the *Associations Incorporation Reform Act 2012*;

**Board** means the Committee of management of the Council established under Rule 22;

**Co-opted Member of the Board** means a member of the Board who is co-opted pursuant to Rule 26;

**Council** means Postgraduate Medical Council of Victoria Inc.;

**Department** means the Department of Health Victoria or any successor department or body;

**Elected Member of the Board** means a member of the Board who is elected pursuant to Rule 25.

**Financial Year** means the year ending on 30 June;

**General Meeting** means a general meeting of members convened in accordance with Rule 12;

**Member** means a member of the Council;

**Member of the Board** means an Elected Member of the Board, Nominated Member of the Board or Co-opted Member of the Board;

**Nominated Member of the Board** means a member of the Board who is nominated pursuant to Rule 24 and includes the appointee of the Minister of Health;

**Regulations** means Regulations under the Act;

**Relevant Documents** has the same meaning as in the Act;

**Special General Meeting** means a general meeting of the members of the Council other than the annual general meeting.

2.2 In these Rules, a reference to the Secretary is a reference:

- (a) if a person holds office under these Rules as Secretary of the Council to that person; and
- (b) in any case, to the person who is the Public Officer of the Council.

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### **3. Alteration of the Rules**

These Rules may only be altered by special resolution of a general meeting of the Council.

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### **4. Membership**

- 4.1 Any person who becomes a member of the Board pursuant to Rule 22 shall be deemed to be a member of the Council as from the date of that person becoming a member of the Board.
- 4.2 Any member of the Council who ceases to be a member of the Board for any reason shall automatically cease to be a member of the Council.
- 4.3 A person who is not a member of the Board shall not be entitled to become a member of the Council.
- 4.4 A right, privilege, or obligation of a person by reason of membership of the Council:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise
- 4.5 A member of the Council who is entitled to vote pursuant to Rule 20, has the right:
  - 4.5.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - 4.5.2 to submit items of business for consideration at a general meeting;
  - 4.5.3 to attend and be heard at general meetings;
  - 4.5.4 to vote at general meetings;
  - 4.5.5 to have access to the minutes of general meetings and other documents of the Council as provided for in Rule 41; and
  - 4.5.6 to inspect the Register of Members.

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### **5. Subscriptions and Fees**

- 5.1 The entrance fee and annual subscription for members shall be an amount determined and payable at such times and in such a manner as is determined by the Board.

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## **6. Register of Members**

- 6.1 The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each member;
  - (b) the date on which each member's name was entered in the register; and
  - (c) the date upon which a member ceased to be a member.
- 6.2 The register is available for inspection free of charge by any member upon request.
- 6.3 A member may make a copy of entries in the register.

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## **7. Ceasing Membership**

- 7.1 A member of the Council who has paid all moneys due and payable by a member to the Council may resign from the Council by giving one month's notice in writing to the Board of his or her intention to resign, provided that the member must also resign from the Board at the same time.
- 7.2 After the expiry of the period referred to in Sub-Rule 7.1 the member ceases to be a member.

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## **8. Expulsion of Members**

- 8.1 Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Council, the Board may by resolution:
- (a) suspend that member from membership of the Council for a specified period; or
  - (b) expel that member from the Council.
- 8.2 A resolution of the Board under Sub-Rule 8.1 does not take effect unless at a meeting held in accordance with Sub-Rule 8.3, the Board confirms the resolution.
- 8.3 A meeting of the Board to confirm or revoke a resolution passed under Sub-Rule 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with Sub-Rule 8.4.
- 8.4 For the purposes of giving notice in accordance with Sub-Rule 8.3, the Board must, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following:

- (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
  - 8.5 At a meeting of the Board to confirm or revoke a resolution passed under Sub-Rule 8.1, the Board must:
    - (a) give the member, or his or her representative, an opportunity to be heard; and
    - (b) give due consideration to any written statement submitted by the member; and
    - (c) determine by resolution whether to confirm or to revoke the resolution.
  - 8.6 A member who is expelled from the Council automatically ceases to be a member of the Board.
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## **9. Disputes and Mediation**

- 9.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (a) a member and another member; or
  - (b) a member and the Council.
- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.4 The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Council; or
    - (ii) in the case of a dispute between a member and the Council, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5 A member of the Council can be a mediator.
- 9.6 The mediator cannot be a member who is a party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard; and

- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

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## **10. Annual General Meetings**

10.1 The Council shall conduct each year an annual general meeting of the members at a date, time and place determined by the Board.

10.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

10.3 The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the Board reports upon the transactions of the Council during the last preceding financial year; and
- (c) to elect the elected members of the Board; and
- (d) to receive and consider the statement submitted by the Council in accordance with section 30(3) of the Act.

10.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

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## **11. Special General Meetings**

11.1 In addition to the annual general meeting, any other general meetings may be held in the same year.

11.2 All general meetings other than the annual general meeting are special general meetings.

11.3 The Board may, whenever it thinks fit, convene a special general meeting of the Council.

11.4 If, but for this Sub-Rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

11.5 The Board must, on the request in writing of at least 4 members, convene a special general meeting of the Council.

11.6 The request for a special general meeting must:

- (a) state the objects of the meeting; and

- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

11.7 If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

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## **12. Special Business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

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## **13. Notice of General Meetings**

13.1 The Secretary, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Council, must cause to be sent to each member of the Council, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

13.2 Notice may be sent:

- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

13.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

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## **14. Quorum at General Meetings**

14.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

14.2 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

14.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

- (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
- (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and same place (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned).

- 14.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than two) shall be a quorum.

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**15. Presiding at General Meetings**

- 15.1 The Chairperson, or in the Chairperson's absence, the Vice-Chairperson, shall preside as Chairperson at each general meeting of the Council.
- 15.2 If the Chairperson and the Vice-Chairperson are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

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**16. Adjournment of General Meetings**

- 16.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 13.
- 16.4 Except as provided in Sub-Rule 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

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**17. Voting at General Meetings**

- 17.1 Upon any question arising at a general meeting of the Council, a member has one vote only.
- 17.2 All votes must be given personally by show of hands or by proxy.
- 17.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

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**18. Poll at General Meetings**

If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

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**19. Manner of Determining Whether Resolution Carried**

- 19.1 If a question arising at a general meeting of the Council is determined on a show of hands:
- (a) a declaration by the Chairperson that a resolution has been:
- (i) carried; or

- (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minutes of the meeting:
- is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

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## **20. Right of Members to Vote**

A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Council have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

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## **21. Proxies at General Meetings**

- 21.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 21.2 The notice appointing the proxy must be in the form set out in Annexure 1.

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## **22. The Board**

- 22.1 The affairs of the Council shall be managed by the Board.
- 22.2 The Board:
- (a) shall control and manage the business and affairs of the Council;
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Council;
  - (c) may establish such other committees or working parties as the Board considers necessary or expedient to provide assistance to it to carry out its objects and functions under these Rules; committees or working parties established by the Board may have such membership, including Board members and other persons, as the Board resolves and must report to the Board in respect of their meetings and deliberations in the manner and at the times that the Board directs;
  - (d) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Council; and
  - (e) may co-opt members of the Board in accordance with these Rules.
- 22.3 Subject to section 23 of the Act and Rule 25.8, the Board shall consist of:

- (a) the following nominated members:
  - (i) a nominee of the Faculty of Medicine, Dentistry and Health Sciences of the University of Melbourne;
  - (ii) a nominee of the Faculty of Medicine, Nursing and Health Sciences, Monash University;
  - (iii) a nominee of the Faculty of Health, Deakin University; and
  - (iv) a nominee of the Minister of Health.
- (b) the following elected members:
  - (i) a medical graduate who has, at the time of nomination less than three years' experience as a medical practitioner;
  - (ii) one member who is a consultant physician;
  - (iii) one member who is a consultant surgeon;
  - (iv) one member who is an emergency physician;
  - (v) one member who is a general practitioner;
  - (vi) one member who is a medical manager; and
  - (vii) one member who is a medical educator.
- (c) up to three members co-opted by the Board in accordance with clause 26.

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## **23. Office Bearers**

23.1 The officers of the Council shall be:

- (a) a Chairperson;
- (b) a Vice-Chairperson; and
- (c) a Treasurer,

each of whom must be members of the Board.

23.2 Each of the officers of the Council shall be elected by the Board, by simple majority for an annual term of office, at the first Board meeting after the Annual General Meeting in each year but shall be eligible for reappointment.

23.3 The duties of the officers shall be determined by the Board from time to time.

23.4 In the event of a casual vacancy in any office referred to in Sub-Rule 24.1, the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

- 23.5 The Board shall appoint a Secretary at the first Board meeting after the Annual General Meeting in each year. The Secretary need not be a Board member and is not an officer of the Council. A person appointed as Secretary is eligible for re-appointment.
- 23.6 After these Rules come into effect, the Board may, at the next Board meeting, elect officers to hold office until the conclusion of the next annual general meeting.

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## **24. Nominated Members of the Board**

- 24.1 The bodies listed in Rule 22.3(a) may nominate a person to be a Nominated member of the Board by written notice of nomination to the Secretary.
- 24.2 A person nominated for the Board by any of the bodies listed in Rule 22.3(a) shall be deemed appointed to the Board at the commencement of the first meeting of the Board following receipt of notice of nomination by the Secretary.
- 24.3 A Nominated member of the Board shall hold office until the earlier of:
- (a) written notification by the nominating body to the Council that the nomination nominated member of the Board has been withdrawn by the nominating body; and
  - (b) removal of that Board member pursuant to Rule 33; and
  - (c) the office of that Board member becomes vacant pursuant to Rule 26.
- 24.4 If the office of a Nominated Member of the Board becomes vacant the body listed in Rule 22.3(a) which nominated that member may nominate another person to be a Nominated Member of the Board.

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## **25. Elected Members of the Board**

- 25.1 The Board may adopt such selection procedures as it from time to time determines to select candidates for the positions of Elected Members of the Board who meet the criteria listed in each of the paragraphs of Rule 22.3(b).
- 25.2 Nominations of candidates for election as elected members of the Board under each of the paragraphs in Rule 22.3(b) must be:
- (a) made in writing, signed by two registered medical practitioners, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) be accompanied by such evidence as the Board requires that the candidate meets the criteria for appointment under the relevant paragraph in Rule 22.3(b); and
  - (c) delivered to the Secretary of the Council in accordance with the Board's selection procedures.
- 25.3 Subject to Sub-Rule 25.5, an Elected Member of the Board shall hold office until the earlier of:
- (a) the annual general meeting in the third year after that member's appointment to the Board;
  - (b) removal of that member of the Board pursuant to Rule 34; and

- (c) the office of that Board member becomes vacant pursuant to Rule 26.
- 25.4 An elected member of the Board is eligible for re-election at the end of a term provided that that person still meets the criteria in the relevant paragraph of Rule 22.3(b).
- 25.5 At the first Annual General Meeting at which persons are elected to the Board pursuant to this Rule, notwithstanding anything else contained in these Rules, the Board shall specify two of the elected members of the Board who shall hold office until the annual general meeting in the first calendar year after their year of appointment, and two elected members of the Board who shall hold office until the annual general meeting in the second calendar year after their year of appointment.
- 25.6 In the event of a casual vacancy occurring in the office of an elected member of the Board, the Board may appoint to fill the vacancy any person it chooses who meets the same criteria listed in Rule 22.3(b) as the person who has vacated the position, and that person shall hold office, subject to these Rules, until the expiration of the term of the office of the person who has vacated the position. The Board may continue to act until such vacancy is filled, even if there are not sufficient board members to constitute a quorum.
- 25.7 Elected Members of the Board shall not hold office for more than 9 consecutive years, except for a medical graduate appointed under sub-Rule 22.3(b)(i) who may hold office for up to three years. The period from the Special General Meeting referred to in Rule 25.8 until the next Annual General Meeting shall not be counted for this purpose.
- 25.8 After these Rules come into effect:
- (a) any member of the Board at that date (the Existing Board) who has been nominated by one of the bodies referred to in Rule 22.3(a) shall be deemed to be a member of the new Board nominated by that body and shall continue in office;
  - (b) the Board shall, as soon as practicable, cause a Special General Meeting to be held at which Elected Members of the Board are elected in accordance with Rule 25. Persons elected to the Board at that meeting will hold office until the next Annual General Meeting at which time they will be eligible for re- election; and
  - (c) until the election of Board members pursuant to paragraph (b) of this sub- Rule the Existing Board shall remain in office.
- 25.9 Members of the Existing Board are eligible for nomination or election to the new Board.

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## **26. Co-opted Members of the Board**

- 26.1 A Co-opted Member of the Board holds office for **11** year (or such lesser period as determined by the Board at the time of co-opting the Board member) from the date the co-option takes effect and is eligible for further co-option as a member of the Board.
- 26.2 For the purposes of co-opting members of the Board, the Board must have regard to any criteria and selection procedures relating to co-opting members of the Board as determined by the Board from time to time.
- 26.3 A Co-opted Member of the Board has all the rights, obligations and powers of a Board member, including the right to attend and vote at Board meetings.
- 26.4 The Board does not have the power to fill a casual vacancy in the office of a Co-opted Member of the Board.

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**27. Vacancies**

The office of a member of the Board, becomes vacant if the officer or member:

- (a) ceases to be a member of the Council; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice in writing given to the Secretary.

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**28. Meetings of the Board**

- 28.1 The Board must meet at least 4 times in each year at such place and such times as the Board may determine.
- 28.2 Special meetings of the Board may be convened by the Chairperson or by any 4 members of the Board.

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**29. Notice of Board Meetings**

- 29.1 Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 29.2 Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

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**30. Procedures of Board Meetings**

- 30.1 Any five members of the Board constitute a quorum for the conduct of the business of a meeting of the Board, provided that until the first Board is appointed pursuant to these Rules, any three members of the Board constitute a quorum.
- 30.2 No business may be conducted unless a quorum is present.
- 30.3 If within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned until such time and place as the Chairperson determines.

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**31. Presiding at Board Meetings**

At meetings of the Board:

- (a) the Chairperson or, in the Chairperson's absence, the Vice-Chairperson presides; or
- (b) if the Chairperson and the Vice-Chairperson are absent, or are unable to preside, the members present must choose one of their number to preside.

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**32. Voting at Board Meetings**

- 32.1 Questions arising at a meeting of the Board, or at a meeting of any committee or working party appointed by the Board, shall be determined on a show of hands.
- 32.2 Each member present at a meeting of the Board, or at a meeting of any committee or working party appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

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**33. Alternates at Board meetings**

- 33.1 A Nominated Member of the Board may appoint an alternate to attend meetings of the Board provided that notice is given to the Secretary no later than 24 hours before the time of the meeting.

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**34. Removal of Board Member**

- 34.1 The Council in a general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 34.2 A member who is the subject of a proposed resolution referred to in Sub-Rule 34.1 may make representations in writing to the Secretary or Chairperson of the Council (not exceeding a reasonable length) and may request that the representations be provided to the members of the Council.
- 34.3 The Secretary or the Chairperson may give a copy of the representations to each member of the Council or, if they are not so given, the member may require that they be read out at the meeting.

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**35. Delegation**

Subject to these Rules, the Board may delegate day to day management and control of the business and affairs of the Council (other than this power of delegation), but in such cases, the delegate or delegates (as the case shall be) shall be responsible to the Board and the Board shall not be relieved of any of its obligations under these Rules.

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**36. Minutes of Meetings**

- 36.1 The Secretary of the Council must keep minutes of the resolutions and proceedings of each general meeting and special general meeting of the Council and each Board meeting, together with a record of the names of persons present and the business transacted at these meetings.
- 36.2 A member of the Council may, at reasonable times, inspect and make copies of the minutes of meetings of the Council.

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**37. Finances**

- 37.1 The Council's receipts may come from funding from the Department and other funding bodies, subscriptions and such other sources as the Board determines.
- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two persons authorised by the Board.
- 37.3 Subject to Sub-Rules 37.1 and 37.2, the Board must put in place appropriate procedures, policies, authorisations and systems for:
- (a) collection and receipts of all moneys due to the Council and payments by the Council;
  - (b) keeping of correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council; and
  - (c) other matters relating to financial management as required from time to time.

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**38. Seal**

- 38.1 The common seal of the Council must be kept in the custody of the Secretary.
- 38.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the public officer of the Council.

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**39. Notice to Members**

Except for the requirement in Rule 12, any notice that is required to be given to a member, by or on behalf of the Council, under these Rules may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

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**40. Winding up**

- 40.1 The Council may be wound up voluntarily by special resolution.
- 40.2 In the event of the winding up or the cancellation of the incorporation of the Council the surplus assets of the Council must not be distributed to any members or former members of the Council.

40.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Council and which is not carried on for the profit or gain of its individual members.

40.4 The body to which the surplus assets are to be given must be decided by special resolution.

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#### **41. Custody and Inspection of Books and Records**

41.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all records, books, documents and securities of the Council.

41.2 All records, accounts, books, securities and other relevant documents of the Council must be available for inspection free of charge by any member upon request.

41.3 A member may make a copy of any records, accounts, books, securities and other relevant documents of the Council.

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#### **42. Auditor**

The Council will observe the provisions of the Act in relation to the appointment, removal and resignation of an auditor.

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#### **43. Meetings held using technology**

Notwithstanding anything contained in these Rules, a Board meeting may be called or held using any technology consented to by a majority of members of the Board. Consent of members for the purpose of this clause may be a standing one. A member may only withdraw his or her consent within a reasonable time before such general meeting.

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#### **44. Remuneration and reimbursement of expenses of Board members**

44.1 Each member of the Board is entitled to such remuneration out of the funds of the Council for his or her services as a member of the Board as the Board determines from time to time.

44.2 The remuneration of a member of the Board must not include a commission on, or a percentage of, profits or operating revenue.

44.3 In addition to remuneration under Sub-Rule 44.1 of this Rule any member of the Board and any member of a committee or working party are entitled upon approval of the Board to be paid all expenses they properly incur concerning the affairs of the Council.

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# Annexure 1

## Form of Appointment of Proxy

I,  
(name)

of  
(address)

being a member of  
(Postgraduate Medical Council of Victoria Inc

appoint  
(name of proxy holder)

of  
(address of proxy holder)

being a member of the, as my proxy to vote on my behalf at the \*annual/\*special general meeting of the Council to be held on:

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote \*in favour of/\*against the following resolutions: ***[insert details of resolution] but, if I have not specified any resolutions, and in respect of other matters arising at the meeting, my proxy may vote as he or she determines.***

Signed

Date

\*Delete if not applicable  
\_\_\_\_\_