

**The Royal Australasian College of Medical Administrators**  
**ABN 39 004 688 215**  
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**EXPLANATORY MEMORANDUM**  
**Proposed amendments to Constitution**

This Explanatory Memorandum accompanies the notice of Annual General Meeting of The Royal Australasian College of Medical Administrators (**College**) to be held at 8.30 am (AWST) on 14 October 2025. It is proposed that the College amend its current Constitution at this Annual General Meeting.

Changes to the College's Constitution must be approved by special resolution, which requires 75% of members present and entitled to vote, to vote in favour. The resolutions, if passed, will take effect at the end of the Annual General Meeting, noting that some will require systems and processes actions to implement.

This Explanatory Memorandum is provided to assist members understand the main amendments being proposed to the Constitution. Accompanying this Explanatory Memorandum are:

- 1- a clean copy of the Constitution as it will appear if all proposed amendments are approved (see Annexure A).
- 2- a full mark-up of all of the proposed amendments to the Constitution (see Annexure B), and
- 3- a summary of amendments (see Annexure C).

**PROPOSED AMENDMENTS**

In total there are three broad categories of amendments being proposed. These cover membership, voting rights, and consequential and other changes.

A summary of the main amendments proposed are set out as follows:

**1 NEW CLASSES OF MEMBERSHIP**

It is proposed to introduce five new Membership classes as follows:

**(a) Retired Fellows and Retired Associate Fellows**

The College values the lifelong contributions of its Fellows and Associate Fellows. The proposed amendments allow Fellows and Associate Fellows who do not maintain their medical registration after retirement to remain Members under newly created membership classes.

**(b) International Fellows**

The College recognises that Fellows who choose to work overseas may wish to continue their association with the College. The proposed amendment allows Fellows who surrender their medical registration in Australia or Aotearoa New Zealand for the purpose of practising overseas to remain Members under the newly created membership class of International Fellows.

**(c) International Associate Fellows**

Some Associate Fellows who choose to work in a country other than Australia or Aotearoa New Zealand may wish to continue their association with the College. Similarly, Medical Practitioners working in countries other than Australia or Aotearoa New Zealand who complete the College's Leadership for Clinicians (**LFC**) may wish to seek Associate Fellowship.

The proposed amendment will allow Associate Fellows who surrender their medical registration in Australia or Aotearoa New Zealand for the purpose of practising overseas, or overseas Medical Practitioners who complete the College's required educational and assessment requirements, being the LFC, to be Members under the newly created membership class of International Associate Fellows.

**(d) Hong Kong Fellows**

While a long-standing agreement between the Hong Kong College of Community Medicine and the College provides for mutual recognition of Fellowship qualifications, the College considers that there should be greater clarity about practising status and regulatory context of these members. The proposed amendment will create the new membership class of Hong Kong Fellows.

**(e) Rights of members of the new classes**

Retired Fellows, Retired Associate Fellows, International Fellows, International Associate Fellows and Hong Kong Fellows will have:

- the right to use the newly created title and postnominal for their class of membership;
- the same voting rights as Affiliates (meaning these membership classes will have no right to vote at any general meeting, and no right to vote on any elections of College Directors including in the election of the President-Elect); and
- no right to nominate any person for Honorary Fellowship or Directorship of the College, or to be elected or appointed as a Director or Committee member of the College.

## **2 RIGHTS OF EXISTING CLASSES OF MEMBERSHIP**

It is proposed that the rights of some existing classes of membership be amended as follows.

**Associate Fellows** are currently entitled to be elected as, and vote on, the election of Board Directors in their class of membership. Two amendments to the voting rights of Associate Fellows are proposed:

- (i) that Associate Fellows be entitled to vote at general meetings, and
- (ii) that Associate Fellows be entitled to vote in the election of the President-Elect.

The other rights of Associate Fellows are unchanged.

**Candidates** are currently entitled to be elected as, and vote on, the election of the Board Director in their class of membership. Two amendments to the voting rights of Candidates are proposed:

- (i) that Candidates be entitled to vote at general meetings, and

(ii) that Candidates be entitled to vote in the election of the President-Elect.

The other rights of Candidates are unchanged.

**Honorary Fellows** are currently not entitled to be appointed as Directors. However, if admitted as Honorary Fellows, these individuals are being recognised as leaders who contribute to the improvement of health in their country. The Constitution provides for one or two persons with relevant expertise in the areas of business, education and/or community to be appointed as Directors, at least one of whom is not a Medical Practitioner. It is proposed that Honorary Fellows be eligible to be appointed to fill this need.

### 3 CONSEQUENTIAL AND OTHER CHANGES

A number of other changes have been proposed throughout the Constitution to improve the Constitution. These amendments better reflect College governance practices, remove inconsistencies, and simplify provisions.

These proposed amendments:

- allow the College to suspend a Member if their Medical Practitioner registration is suspended;
- allow the College to remove or revoke awards, prizes or other recognitions from the College in specified circumstances;
- propose to require Members to notify the Secretary of any changes to their registration as a Medical Practitioner;
- remove the requirement for a General Meeting of Members to approve changes to professional development requirements for continuing Membership. The existing provision is not required because continuing professional development requirements are prescribed by the Australian Medical Council and Medical Council of New Zealand and that the Board should have authority to enact them in policy;
- propose to remove the Board of Censors as a standing committee of the Board. This is because the Board of Censors operates as a subcommittee of the Education and Training Committee, rather than a direct Committee of the Board. This reflects the reporting structure of the College, as well as the role of assessment and examination as a core function of education and training;
- clarify that employees of the College who are not Members may not be Committee members, but that employees of the College who are Members are able to participate in committees where the Board is satisfied that no material conflict exists. This recognises that Members who are employees have a valued contribution to make in areas of the College's business outside of the work for which they are paid; and
- clarify that the President is the only Director who has a right *ex officio* to attend and be heard at meetings of Committees. The Chair of the Finance and Audit Committee (as it is currently named) retains the right to be invited to speak at any Committee but will no longer have the right to attend any Committee meeting without invitation and be heard on any matter affecting the financial position of the College.
- amend the quorum of a meeting of the Board to at least five Directors are present, at least three of whom must be Fellows (rather than a majority being Fellows).