

AUSTRALIAN INDIGENOUS DOCTORS' ASSOCIATION LTD
NEW CONSTITUTION DISCUSSION PAPER

Version 17 July 2024 – For Member Comment

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A. Introduction and reasons for change

This Discussion Paper outlines the Australian Indigenous Doctors' Association Ltd (AIDA) constitution review project including the reasons for the review, the process, timeline and a summary of the proposed changes for the new constitution.

The Board is working with Governology (a law firm specialising in associations and charities) to develop the new constitution.

Members are invited to submit any comments or questions on the proposed changes outlined in this document by **Friday 2 August 2024** to **Jaylene Chevalier** at **aida@aida.org.au**.

It is a normal part of the evolution of an association to review its constitution. An initial review of the AIDA constitution by Associations Forum identified several issues that require change.

AIDA is a public company limited by guarantee with Health Promotion Charity status. The new constitution will be a fresh document based on a contemporary template fit for a public company limited by guarantee that has Health Promotion Charity status. It will not be an amendment of the existing constitution. This will result in a more readable governing document without making substantial changes to how the association operates.

B. Summary of key proposed changes

Section in paper	Proposed change	Rationale
1	New Objects clause	The proposed objects clause better reflects the vision, mission and activities of AIDA.
2.2	Life Members The proposed new criteria will be individuals who have significantly assisted and/or contributed to the objects of AIDA. Life Members will be sub-categorised into Voting Life Members (those that are Indigenous Medical Graduate Members) and Honorary Life Members (those that are not Indigenous Medical Graduate Members and may include non-indigenous people). Honorary Life Members will be non-voting members.	The current criteria is too restrictive, the new criteria will provide AIDA with greater scope to recognise members with significant contributions.
2.4	Associate Members, it is proposed that in order to maintain Associate Membership, such members may be required to demonstrate how they are contributing to AIDA's purpose e.g. an Australian healthcare system which is	This will ensure that AIDA has the appropriate organisations and individuals as Associate Members.

Section in paper	Proposed change	Rationale
	culturally safe and free from racism for our communities.	
3	<p>The proposed Board composition is not less than 7 and not more than 12 directors comprising:</p> <ul style="list-style-type: none"> a) President Elect b) President c) 7 other elected directors comprising: <ul style="list-style-type: none"> • 6 x Indigenous Medical Graduate Members • 1 x Indigenous Medical Student Member d) Up to 3 Board Appointed Directors comprising: <ul style="list-style-type: none"> • Up to 2 General Directors – who may be members but do not have to be members and may be Indigenous or non-Indigenous. • Up to 1 Student Director – who must be an Indigenous Medical Student Member. 	<p>To ensure succession planning in the Presidency role, there will be a President Elect position.</p> <p>Having the option for up to 3 Board Appointed Directors provides the Board with greater flexibility to bring in skills, capabilities that the Board does not have and/or to address diversity.</p>
3.14	<p>Elections may be held by electronic ballot prior to the AGM with results announced at the AGM.</p> <p>Currently, elections are held at the AGM.</p>	<p>Conducting the ballot prior to the AGM is administratively easier than conducting the ballot during the AGM, especially if the AGM is a virtual meeting.</p> <p>Further, this approach would mean more members may participate in the election of directors, not just those who attend the AGM.</p>

C. Composition of new constitution

1. Objects

1.1. The proposed Objects clause is set out below:

The Objects of AIDA is to promote the health and wellbeing of Aboriginal and Torres Strait Islander people and communities by:

- (a) *building the Aboriginal and Torres Strait Islander medical workforce, from students through to specialists through advocacy, leadership and cultural mentorship;*
- (b) *advocating for an Australian healthcare system which is culturally safe and free from racism for our communities and that accountability measures are in place; and*
- (c) *doing anything ancillary or incidental to the Objects.*

- 1.2. The objects clause states why the organisation exists and influences taxation and charity status. The proposed objects clause better reflects the vision, mission and activities of AIDA.
- 1.3. The current objects clause (Article 5 in current constitution) is relatively long and includes several duplicate statements. Further, raising money (Article 5(b)) and implementing specific projects and initiatives (Article 5(a)(iv)) are a means to achieving the objects, rather than the object itself.
- 1.4. A contemporary format for the objects clause is to have one overall objective that encompasses the broad charitable purpose for the entity. This overall objective can be supported by sub-goals that would give an indication of the types of work or actions that the organisation may take in pursuing the overall objective.

2. Membership

- 2.1. There are no changes proposed to the membership structure. The four membership categories listed in current Article 13 of the constitution will continue. These categories being Indigenous Medical Graduate, Indigenous Medical Student, Life Members and Associate Members.
- 2.2. It is proposed that the criteria for Life Membership be broadened. The proposed new criteria will be individuals who have significantly assisted and/or contributed to the objects of AIDA. Currently, Life Membership is restricted to individuals that are Indigenous Medical Graduate Members and who have served a minimum of 2 years as President or were a founding member.
- 2.3. Life Members will be sub-categorised into Voting Life Members (those that are Indigenous Medical Graduate Members) and Honorary Life Members (those that are not Indigenous Medical Graduate Members and may include non-Indigenous people). Honorary Life Members will be non-voting members.
- 2.4. Regarding Associate Members, it is proposed that in order to maintain Associate Membership, such members may be required to demonstrate how they are contributing to AIDA's objects e.g. an Australian healthcare system which is culturally safe and free from racism for our communities. This will ensure that AIDA has organisations and individuals as its Associate Members who are aligned to AIDA's objects (and values).

3. Board of Directors

Board composition

- 3.1. Comparison of current Board composition and proposed new Board composition

Current Board composition (clause 46 of current constitution)	Proposed new Board composition
Not less than 7 and not more than 10 directors comprising:	Not less than 7 and not more than 12 directors comprising:

<p>8 elected directors including the President who are Indigenous Medical Graduate Members</p> <p>1 elected director who is an Indigenous Medical Student Member</p> <p>Up to 1 Appointed Director</p> <p>The Vice President is appointed by the Board from amongst the directors.</p>	<p>President Elect</p> <p>President</p> <p>7 other elected directors comprising:</p> <ul style="list-style-type: none"> • 6 x Indigenous Medical Graduate Members or Voting Life Members • 1 x Indigenous Medical Student Member <p>Up to 3 Board Appointed Directors comprising:</p> <ul style="list-style-type: none"> • Up to 2 General Directors • Up to 1 Student Director
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President Elect and President

- 3.2. It is proposed that the position of Vice President be removed and replaced with a President Elect.
- 3.3. The proposed system is for members to elect the President Elect who will serve 2-years as President Elect and then a subsequent 2-years as President (4 years in total).
- 3.4. The President Elect / President must be:
 - a) An Indigenous Medical Graduate Member or Voting Life Member; and
 - b) a current director or former director who has served at least two (2) consecutive years on the Board of AIDA at any time since its incorporation.
- 3.5. The proposed system ensures better succession planning for the Presidency role.

Board Appointed Directors

- 3.6. It is proposed that that the Board have the option to appoint up to 3 Board Appointed Directors which will increase the maximum number of directors from 10 to 12. Currently, there is provision for up to 1 Appointed Director.
- 3.7. The Board Appointed Directors comprise:
 - a) Up to 2 General Directors – who may be members but do not have to be members and may be Indigenous or non-Indigenous. The criteria to be a Board Appointed Director is consistent with the criteria in the current constitution.
 - b) Up to 1 Student Director – who must be an Indigenous Medical Student Member.
- 3.8. The Board Appointed Directors are to be appointed at the discretion of the Board.
- 3.9. Having the option for up to 3 Board Appointed Directors provides the Board with greater flexibility to bring in skills and capabilities that the Board does not have and/or to address diversity (e.g. gender, geography).

Terms of office of Directors

- 3.10. Terms of office for member elected directors will remain the same.
 - The 6 elected directors who are Indigenous Medical Graduate Members will serve 2-year terms (AGM to second AGM)
 - The student director will serve until the next AGM.

- 3.11. The President Elect will serve 2-years as President Elect and then a subsequent 2-years as President (4 years in total).
- 3.12. It is proposed that the term of a Board Appointed Director will be for up to 2-years as determined by the Board. Currently, the Appointed Director retires from office at the next AGM. This would mean a relatively short term and it is common practice for Appointed Directors to serve a term up to 2-years as determined by the Board.
- 3.13. There will be no limit on the number of consecutive terms that a director may serve (as per current practice).

Elections

- 3.14. Currently, elections are held at the AGM. It is proposed that the new constitution provide for conducting the ballot (electronically) prior to the AGM with results announced at the AGM. Conducting the ballot prior to the AGM is administratively easier than conducting the ballot during the AGM, especially if the AGM is a virtual meeting. Further, this approach would mean more members may participate in the election of directors, not just those who attend the AGM.

Directors' fees

- 3.15. The new constitution will permit the payment of directors' fees in line with current practice of paying the President and Vice President a stipend and a quarterly fee to other directors.

Other Board matters

- 3.16. The quorum for a Board meeting will be a majority of Directors in office. For example, if there are 11 Directors then the quorum is 6.
- 3.17. It is proposed that there be no casting vote for the chair of a Board meeting. If the vote is tied, the motion is not passed because it has not achieved a majority vote.

4. Other matters

- 4.1. Provision will be made for virtual general meetings and electronic notices.
- 4.2. The quorum for a general meeting will remain as 20 members entitled to vote present in person or by proxy.
- 4.3. Current Article 68 and Article 69 regarding member grievances and communication with the Board does not need to be in the constitution. These provisions will be removed.

D. Process to change the constitution

The aim is to have a new constitution for approval or otherwise by AIDA members at a special general meeting (SGM) to be held in October 2024. Approval of the new constitution requires a special resolution which is a 75% majority of the votes *cast* in favour.

Leading up to the SGM, members will be consulted on the proposed changes and have the opportunity to comment and provide feedback. This Discussion Paper is the first stage in the consultation process.

E. Feedback on this Discussion Paper

Please send any comments or questions by **2 August 2024** to **Jaylene Chevalier** at **aida@aida.org.au**.