

**RULES OF THE  
INTERNAL MEDICINE SOCIETY  
OF  
AUSTRALIA AND NEW ZEALAND Inc.  
Amended September 2006**

**PREAMBLE:**

The Society represents Consultant Physicians in Internal Medicine in the consolidation and extension of their discipline. It will have influence on their training, education, deployment and re-certification. A free-standing body, it will forge close links with the Royal Australasian College of Physicians (RACP) and will work in harmony with that body.

**1. Name**

The name of the Society is the Internal Medicine Society of Australia and New Zealand, hereinafter referred to as the Society.

**2. Mission Statement**

"The Society exists to foster the highest standards of training, practice, teaching and research in the field of general Internal Medicine."

**2.1 Objectives**

The objectives for which the Society is established are:

- 2.1.1 to foster the highest standards of training, practice, teaching and research in the field of Internal Medicine;
- 2.1.2 to advise the Council of the Royal Australasian College of Physicians (RACP) and all its Boards and Committees on matters concerning Internal Medicine;
- 2.1.3 to represent the views of consultant physicians in Internal Medicine to other relevant bodies;
- 2.1.4 to encourage and support, through a mentorship program, advanced trainees during and after their period of training in general medicine.

**3. Membership**

- 3.1 Any Fellow of the RACP who practises as a general physician in Internal Medicine, with or without a specialty interest, shall be eligible for membership as an ordinary member.
- 3.2 Any Fellow of the RACP who practices predominantly as a specialist, and has an interest in general internal medicine, shall be eligible for membership as an ordinary member.
- 3.3 Any medical practitioner who is not a Fellow of the RACP but who is recognised as a consultant physician in accordance with the definition as enunciated, shall be eligible for membership as an ordinary member.
- 3.4 Any Advanced Trainee shall be eligible for membership as an associate member.
- 3.5 Any medical practitioner resident in the Pacific Islands who is recognised as a consultant physician in accordance with the definition as enunciated\*, or who is

enrolled in a recognised physician training programme, shall be eligible for membership as a Pacific associate member.

- 3.6 Any member of IMSANZ who has given exemplary and/or distinguished service to general medicine in Australia and New Zealand will be appointed as a Life Member at the discretion of the IMSANZ Council. No subscriptions will be payable but will have full voting rights.
- 3.7 Honorary members – these will be distinguished overseas physicians who are members of similar societies and will be decided by the IMSANZ executive and approved by IMSANZ Council. No subscription fees will be payable and there are no voting rights.
- 3.8 Retired members – members who have retired from active clinical practice may remain as honorary members with no fees payable, no voting rights but will receive the Society Newsletter.
- 3.9 Voting rights – the only members who have voting rights are financial ordinary members, associate members and life members.
- 3.10 Applications for membership of the Society shall be lodged with the IMSANZ Secretariat on the form approved by the Council together with the subscription fee. New memberships will be approved by Council and published in the Society's Newsletter.

\* *A Consultant Physician is a practitioner who by training and experience in internal medicine, paediatrics or one of their sectional specialities is able to give a learned opinion regarding the patient as a whole and whose practice is exclusively on referral.*

#### **4. Register of Members**

- 4.1 The public officer of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- 4.2 The register of members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

#### **5. Members' Liabilities**

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 12(f).

#### **6. Disciplining of Members**

- 6.1 Where the Council is of the opinion that a member of the Society:-
- 6.1.1 has persistently refused or neglected to comply with a provision or provisions of these rules;
- or
- 6.1.2 has persistently and willfully acted in a manner prejudicial to the interests of the Society,
- the Council may, by resolution -

- 6.1.3 expel the member from the Society;
- or
- 6.1.4 suspend the member from membership of the Society for a specified period.
- 6.2 A resolution of the Council under clause (1) is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- 6.3 Where the Council passes a resolution under clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on that member -
  - 6.3.1 setting out the resolution of the Council and the grounds on which it is based;
  - 6.3.2 stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - 6.3.3 stating the date, place and time of that meeting;
  - and
  - 6.3.4 informing the member that the member may do either or both of the following:-
    - (i) attend and speak at that meeting;
    - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- 6.4 At a meeting the Council held as referred to in clause (3), the Council shall -
  - 6.4.1 give to the member an opportunity to make oral representations;
  - 6.4.2 give due consideration to any written representations submitted to the Council by the member at or prior to the meeting; and
  - 6.4.3 by resolution determine whether to confirm or to revoke the resolution.
- 6.5 Where the Council confirms a resolution under clause (4), the secretary shall, within seven (7) days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under rule 11.
- 6.6 A resolution confirmed by the Council under clause (4) does not take effect -
  - 6.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - 6.6.2 where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 7(4).

## **7. Right of appeal of disciplined member**

- 7.1 A member may appeal to the Society in general meeting against a resolution of the Council which is confirmed under rule 6(4), within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 7.2 Upon receipt of a notice from a member under clause (1), the secretary shall notify the Council which shall convene a general meeting of the Society to be held within 21 days after the date on which the secretary received the notice.
- 7.3 At a general meeting of the Society convened under clause (2) -
- 7.3.1 no business other than the question of the appeal shall be transacted;
- 7.3.2 the Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- 7.3.3 the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 7.4 If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **8. Education**

- 8.1 The Society will nominate representatives to the Boards of Censors of the RACP for membership of the Specialist Advisory Committees (SACs) in General Medicine in Australia and New Zealand.
- 8.2 The Society will provide such educational activities as it thinks fit for its members and for trainees in general medicine of the RACP. The Society will hold regular Scientific Meetings for its members.

## **9. Council**

- 9.1 The governing body of the society shall be a council consisting of members elected by optional voting as follows:
- 9.1.1 Two (2) members from the members resident in each of the states of Australia of whom one shall be resident in the metropolitan region of the capital city in that state and one resident elsewhere within that state.
- 9.1.2 Three (3) members from New Zealand, one of whom shall be resident in a metropolitan centre.
- 9.1.3 One member each from the Australian Capital Territory and the Northern Territory of Australia
- 9.1.4 One (1) Advanced Trainee (each) from Australia and/or New Zealand, who will be accorded full voting status, preferably in final (or second last) year of Advanced Training.
- 9.2 Elections referred to above shall be conducted at the AGM
- 9.3 The term of office of Council Members shall be for two (2) consecutive years. Consecutive terms would usually not exceed six (6) years and the total term of office shall not exceed twelve (12) years. In the absence of a member wishing to nominate for a vacant position on Council the existing Councillor occupying the position may continue to occupy the position for a further period of two (2) years.

- 9.4 Where a casual vacancy occurs in the membership of the Council, the members in the region concerned shall be invited to elect a replacement member for the remainder of the term.
- 9.5 Council may co-opt up to six (6) additional Councillors, each for a term of two years. Such co-opted Councillors may be co-opted for a further period of two (2) years.
- 9.6 The Co-ordinators of the RACP's SACs in General Medicine in Australia and New Zealand shall be members of Council.
- 9.7 Casual Vacancies.

For the purposes of these rules, a casual vacancy in the office of a member of the Council occurs if the member -

- 9.7.1 dies;
- 9.7.2 ceases to be a member of the Society;
- 9.7.3 becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- 9.7.4 resigns office by notice in writing given to the secretary;
- 9.7.5 is removed from office under rule 9(j)(i);
- 9.7.6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- 9.7.7 is absent without the consent of the Council from all meetings of the Council held during a period of 12 months.
- 9.8 Removal of a Council member.
- 9.8.1 The Society in general meeting may by resolution remove any member of the Council from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

9.9 Office Bearers

- 9.9.1 The Council shall elect biennially from its members, one (1) President, two (2) Vice-Presidents, one each from Australia and New Zealand, an Honorary Secretary and an Honorary Treasurer. Office Bearers shall hold office for two (2) years and are eligible for re-election while serving on Council.
- 9.9.2 Rotation of the President is at the discretion of Council and it is recommended that there would be two (2) Australian Presidents in rotation followed by one (1) New Zealand President.

9.10 Regional Committees

The Council may approve the formation of regional committees consisting of members of the Society as it thinks fit. The President and Honorary Secretary will be ex-officio members of all such committees.

9.11 Council Meetings

9.11.1 The Council shall meet at least once per year and such meetings will normally be held in association with the Annual Scientific Meeting of the RACP.

9.11.2 The quorum for meetings of the Council shall be eight members.

## **10. General Meetings**

### 10.1 Annual General Meetings

10.1.1 There will be an Annual General Meeting of the Society normally held in association with the Annual Scientific Meeting of the RACP.

10.1.2 The quorum will be the number of elected members of the Council plus one.

10.1.3 In the absence of a quorum the meeting will lapse and a subsequent general meeting will be called at a time and place to be determined by the Council at which those present will constitute a quorum.

### 10.2 The business to be transacted at each Annual General Meeting will be:

10.2.1 to confirm the minutes of the previous Annual General Meeting;

10.2.2 to receive the Council's report and balance sheet and statement of accounts for the preceding financial year;

10.2.3 to consider motions on notice for general business and any other matters that might legally be brought forward.

### 10.3 Extraordinary General Meetings

10.3.1 The Council may convene extraordinary general meetings whenever it thinks fit.

10.3.2 Such meetings shall also be convened by request of not less than 10 per cent of the members of the Society.

10.3.3 A request to convene an extraordinary general meeting shall include a statement of the purpose for which the meeting is to be convened.

## **11. Conduct of Meetings**

### 11.1 In relation to general meetings:

11.1.1 The Honorary Secretary will convene all meetings. Notices will be placed in the post at least 21 days prior to the date of the meeting.

11.1.2 The President will take the Chair at all meetings. In the absence of the President, the Vice-President will take the Chair; in the absence of the Vice-President the members will elect an Acting Chairperson.

### 11.1.3 Voting

A resolution put to the vote at a meeting will be decided on a show of hands unless a poll is demanded by the Chairperson or at least three members.

In the case of an equality of votes the Chairperson will have a second or casting vote.

11.1.4 Only those members who are financial at the time will be entitled to speak or to vote upon any motion at a general meeting of the Society.

11.1.5 Provision will be made for voting by proxy in relation to general meetings of the Society.

Associate members will not be entitled to vote at general meetings.

11.1.7 Overseas members will not be entitled to vote at general meetings

11.2 In relation to Council meetings:

11.2.1 The Honorary Secretary will convene all meetings. Notices will be sent at least 14 days in advance.

11.2.2 The President will take the Chair at all meetings. In the absence of the President, the Vice-President will take the Chair; in the absence of the Vice-President the members will elect an Acting Chairperson.

11.2.3 Voting

A resolution put to the vote at a meeting will be decided on a show of hands unless a poll is demanded by the Chairperson or at least three members.

In the case of an equality of votes, the Chairperson will have a second or casting vote.

## **12. Funds and Accounts**

12.1 The income and property of the Society will be used solely in promotion of its objects.

12.2 The funds of the Society will be banked in the name of the Society in such bank as the Council may direct.

12.3 Proper books and accounts will be kept and maintained showing the financial affairs of the Society and the books will be audited annually.

12.4 The financial year of the Society will conform to the financial year of the RACP.

12.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the following:

- a member of Council
- a member of the Society
- public officer
- executive secretary

as appointed by the Council.

12.6 The annual subscription will be determined each year by the Council and will be payable in advance on the first day of the financial year.

- 12.7 The funds of the Society shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Council determines.
- 12.8 Members who have not paid their subscription within the first six months of the financial year (currently by 30 June), after a reminder in May, will have their membership terminated.
- 12.9 Former members who wish to rejoin the Society may do so by paying the current year's subscription.

### **13. Headquarters**

The office of the Society shall be situated at the premises of the RACP or at such other place as the Council directs.

### **14. Representation**

The Society will be represented by either the President or the Vice-President or delegate of the Council on the Specialties Boards of the RACP in Australia and New Zealand.

### **15. Alteration of Objects and Rules**

- 15.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Society.
- 15.2 Notice of motion to change the objects or the rules of this Society will be sent to the Honorary Secretary 28 days before Annual General Meeting.
- 15.3 A three-quarters majority of those present will be required to effect a change.

### **16. Branches**

- 16.1 A branch of the Society may be formed in New Zealand, or in any State or Territory of Australia by members of the Society resident therein. The members of that Branch may choose to incorporate that Branch in accordance with the legislation for New Zealand or that State or Territory of Australia dealing with incorporation of associations. Prior to doing so the membership of that Branch shall first obtain the written consent thereto of the Society and shall ensure that the Rules thereof shall not be at variance with the provisions of these Rules and that the Rules of any Branch proceeding to separate incorporation shall provide that such Rules will where so requested by the Council of this Society, be amended by the membership of the Branch so as to preserve consistency with the provisions of these Rules.
- 16.2 Each Branch of the Society where not separately incorporated shall be known as The Internal Medicine Society of Australia and New Zealand Inc (Branch). Each Branch may adopt its own rules provided that no rules shall be at variance with the provisions of these Rules. Membership of, or subscriptions to any other organisation, shall not be a provision of membership of a Branch of the Society.

### **17. Common Seal**

- 17.1 The common seal of the Society shall be kept in the custody of the public officer.
- 17.2 The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signature either of two (2) members of the Council or of one (1) member of the Council and of the public officer or secretary.

## 18. Custody of Books etc

Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

## 19. Inspection of Books etc

The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.

## 20. Termination of Membership

20.1 A member may resign from the Society at any time by giving notice in writing to the Honorary Secretary.

20.2 A member who ceases to be qualified in terms of Clause 3 will cease to be a member of the Society.

20.3 Any member who becomes unfinancial in terms of Clause 12.8.

## 21. Dissolution of Society

The Society will be dissolved if a resolution for dissolution is carried by a vote of three-quarters of the financial members present or voting by proxy at a general meeting convened to consider the question.

The property and other assets of the Society remaining after payment of all expenses shall be distributed to financial members or handed over to the RACP at the discretion of Council.

\* *A Consultant Physician is a practitioner who by training and experience in internal medicine, paediatrics or one of their sectional specialities is able to give a learned opinion regarding the patient as a whole and whose practice is exclusively on referral.*

Training and experience equates to the standard the Royal Australasian College of Physicians requires for admission under Article 37, ie, three years of basic physician training, three to five years of accredited and appropriately supervised specialty advanced training and a rigorous examination.

A learned opinion takes into account the issues of duration and complexity of the consultation which is occupied by the history and examination as well as the assessment of the relevant investigations of the patient, together with further investigation and management, and includes communication with the consulting source.