

**THE PROPRIETARY MEDICINES ASSOCIATION OF AUSTRALIA INCORPORATED**

# **RULES**

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**THE PROPRIETARY MEDICINES ASSOCIATION OF AUSTRALIA INCORPORATED**

**R U L E S**

**1 Interpretation**

1.1 In these rules, except in so far as the context or subject matter otherwise indicates or requires -

- \* "The Act" means the Associations Incorporation Act 1984.
- \* "Ancillary Company" means a company giving ancillary or subsidiary service to the Industry.
- \* "The Association" means the Proprietary Medicines Association of Australia Incorporated.
- \* "Associate Members" means a Company as specified in rule 3.1(b) of these rules, which has been granted associate membership of the Association.
- \* "The Committee" means the Committee of Management of the Association.
- \* "Committee Member" means the official delegate who has been elected to the Committee of Management of the Association in accordance with Part IV of these Rules.
- \* "Commission" means the Corporate Affairs Commission constituted by the Corporate Affairs Commission Act 1981.
- \* "Company" includes natural persons, sole proprietorships, partnerships, joint-ventures, cooperatives, corporations, trusts or other forms of business entity involved in the activities specified in rules 3.1(a) and 3.1(b) of these rules.
- \* "Financial Year" of the Association means a Financial Year as defined in Part I Section 3 of the Act.
- \* "Honorary Life Member" means a person who has been granted Honorary Life Membership of the Association.

- \* "The Industry" means the basic manufacture and/or formulation and/or importation and/or basic or applied research into and/or the registration and/or marketing of Industry Products.
  - \* "official delegate" means a person appointed in accordance with these rules.
  - \* "Ordinary Member" means a Company as specified in rule 3.1(a) of these rules, which has been granted membership of the Association;
  - \* "Proprietary Medicines" means products used for the purpose of or in connection with
    - (a) preventing, diagnosing curing or alleviating a disease, ailment, defect or injury in persons; or
    - (b) influencing, inhibiting or modifying a physiological process in persons; or
    - (c) testing the susceptibility of persons to a disease or ailment;and includes use in, or in connection with, contraception or testing for pregnancy; and which are available to the public without medical prescription.
  - \* "The Regulation" means the Associations Incorporation Regulation, 1985.
  - \* "Secretary" means -
    - (a) the person holding office under these rules as Secretary of the Association; or
    - (b) where no such person holds that office - the public officer of the Association;
  - \* "Special General Meeting" means a general meeting of the Association other than an annual general meeting.
- 1.2 In these rules -
- (a) a reference to a function includes a reference to a power, authority and duty; and

- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- 1.3 The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- 1.4 Each Ordinary Member other than a natural person may authorize such person as it thinks fit to act as its representative at all meetings of the Association and to be a Member of the Committee of Management, if such Ordinary Member is elected, and such person shall be known as the official delegate of the Ordinary Member. An Ordinary Member shall notify the Executive Director of the name of its official delegate and any change thereto. For the purpose of these rules a reference to an official delegate shall include any Ordinary Member who is a natural person.

## **PART II - OBJECTS**

- 2 The objects of the Association shall be:
- 2.1 To promote, foster and advance, in a manner consistent with the public interest, the progress and development of the industries which manufacture, produce, process, promote and/or distribute proprietary medicines of all kinds as defined in Rule 1.
- 2.2 To do those things which are in the interests of the proprietary medicines industry such as encouragement of scientific research, the promotion of safe and efficient handling and usage of Proprietary Medicines, the conduct of industry conventions, the extension of consumer education in the responsible use of such products and the publication and distribution of matters of interest to members of the Association or the public.
- 2.3 To cooperate with and offer advice to Federal, State and other authorities in matters pertaining to the proprietary medicines industry and to provide a single organisation to which such authorities or organisations may turn for discussion of matters of common or mutual interest.

- 2.4 To keep all members of the Association informed in regard to legislation and of commercial or technical developments of Australian or overseas origin which are pertinent to the industry.
- 2.5 To establish and maintain liaison with similar organisations in Australia and overseas.
- 2.6 To establish and maintain a Code of Practice.
- 2.7 To foster and encourage a spirit of friendly cooperation among all Members and to promote in every possible way friendly relations between all Members and the general public.
- 2.8 To participate in cooperative enterprises with related industries.
- 2.9 To do such lawful things and take any necessary or desirable action to accomplish these objectives and to promote the interests of the Association.

### **PART III - MEMBERSHIP**

#### **3 Classes of Membership**

- 3.1 There shall be three (3) classes of membership:

- (a) Ordinary Member

- being any Company conducting in Australia the basic manufacture and/or formulation and/or importation and/or basic or applied research into and/or the registration and/or marketing of proprietary medicines.

- (b) Associate Member

- being any Company including Ancillary Company, wholesaler, distributor or Advertising Agency, which conducts in Australia the packaging, or promotion of proprietary medicines, or the manufacture or fabrication of packaging for proprietary medicines, or the manufacture or operation of equipment or devices for the application of proprietary medicines.



(c) Honorary Life Member

- being any natural person who, in the opinion of the Committee of Management, has rendered distinguished service to the Association, or to the Industry and has, by unanimous vote of the Committee, been elected to Honorary Life Membership.

3.2 Unless otherwise indicated, a reference to a Member in these rules shall include a reference to an Ordinary Member and an Associate Member.

**4 Membership Entitlements**

4.1 Transfer/Transmission/Termination

A right, privilege, or obligation which a Company or natural person has by reason of being a member of the Association -

- (a) is not capable of being transferred or transmitted to another Company or natural person; and
- (b) terminates upon cessation of the Company's or natural person's membership.

4.2 Ordinary Member

- (a) Subject to such conditions as may be determined by the Committee of Management and approved by members in General Meeting, an Ordinary Member shall be entitled to have access to all bulletins, circulars, newsletters, publications and other communications prepared by the Association for dissemination to the membership.
- (b) An Ordinary Member shall be entitled to nominate a delegate to attend any Special General Meeting or Annual General Meeting convened by the Association and shall be entitled to vote upon any item of business transacted at such meeting which requires resolution or approval by a vote by the membership.
- (c) An Ordinary Member entitled to vote at any meeting of the Association, may appoint a proxy provided such appointment is made in accordance with rule 34 of these rules.

#### 4.3 Associate Members

With the exception of the right to be a Member of the Committee of Management or to vote at any meeting of the Association, Associate Members shall be entitled to all the rights, privileges and obligations of Ordinary Members of the Association.

#### 4.4 Honorary Life Members

With the exception of voting rights, which shall at no time apply, an Honorary Life Member shall be entitled only to those rights or privileges as may from time to time be awarded by unanimous decision of the Committee of Management.

### 5 Membership Obligations

#### 5.1 Code of Practice

The Association shall establish and maintain a Code of Practice which -

- (a) shall be adopted and/or amended as from time to time recommended by the Committee of Management, by Ordinary members in general meetings;
- (b) upon such adoption shall become binding upon all Ordinary and Associate Members as a condition of membership of the Association; and
- (c) shall be administered by an Executive Subcommittee constituted in accordance with rule 23 of these Rules.

#### 5.2 Codes and Guidelines

The Association publishes codes and guidelines from time to time which are developed following extensive consultation with members. It is incumbent upon members to make themselves conversant with such codes and guidelines.

#### 5.3 Guidelines - compliance with which is a condition of membership

From time to time the PMAA Committee of Management may resolve that compliance with a specific guideline (eg. Tamper Resistant Packaging Guidelines) is a condition of membership. Such guidelines shall become binding on all Ordinary members.

## **6 Application/Nomination for Membership**

- 6.1 A nomination of a Company for Ordinary Membership or Associate Membership of the Association -
- (a) shall be made by a Company in writing in the form set out in Appendix 1/1a to these Rules; and
  - b) shall be lodged with the Executive Director of the Association.
- 6.2 As soon as practicable after receiving a nomination for Ordinary Membership or Associate Membership, the Executive Director shall refer the nomination to the Committee of Management which shall determine whether to approve or to reject the nomination.
- 6.3 Where the Committee of Management determines to approve a nomination for Ordinary Membership or Associate Membership, the Executive Director shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by an Ordinary Member or Associate Member as the case may be as annual subscription.
- 6.4 The Executive Director shall, on payment by the nominee of the amount referred to in rule 6.3 within the period referred to in that rule, enter the nominee's name in the register of members and, upon the name being so entered, the nominee shall become an Ordinary Member or Associate Member as the case may be.

## **7 Cessation of Membership**

- 7.1 A Company ceases to be an Ordinary Member or Associate Member if the company -
- (a) resigns that membership; or
  - (b) is expelled from the Association
  - (c) is in default of the payment of the annual subscription as required by rule 10.2 of these rules.

## **8     Resignation of Membership**

- 8.1     An Ordinary Member or Associate Member is not entitled to resign that membership except in accordance with this rule.
- 8.2     An Ordinary Member or Associate Member who has paid all amounts payable by the member company to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 30 days) in writing to the Executive Director of the member company's intention to resign and, upon the expiration of the period of notice, the member company ceases to be an Ordinary Member or Associate Member as the case may be.
- 8.3     Where an Ordinary Member or Associate Member ceases to be a member pursuant to rule 8.2 and in every other case where an Ordinary Member or Associate Member ceases to hold membership, the Executive Director shall make an appropriate entry in the register of members recording the date on which the Ordinary Member or Associate Member ceased to be a member.

## **9     Register of Ordinary & Associate Members**

- 9.1     The public officer of the Association being the person specified in rule 44 shall establish and maintain a register of Ordinary Members and Associate Members specifying the name and address of each Company which is an Ordinary Member or Associate Member together with the date on which the Company became a member.
- 9.2     The register of member companies shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any Ordinary Member or Associate Member of the Association at any reasonable hour.

## **10    Fees, Subscriptions, etc**

- 10.1    Annual subscriptions for Ordinary Members and Associate Members shall be determined by the Committee of Management from time to time.
- 10.2    Annual subscriptions, payable to the Association, shall become due on the first day of July in each year and be payable without default on or before the first day of August in that year.

- 10.3 All Ordinary Members and Associate Members shall, whenever requested in writing by the Executive Director, provide, in confidence to the Executive Director, details of the calculation of their annual subscriptions.
- 10.4 Notwithstanding the requirements of rule 10.2 above, the Committee of Management may vary the requirements of these rules in order that an applicant's membership may be obtained, or a member company's membership retained, provided that the total subscription finally paid by the member company is not less than that required by the general determination of the Committee.

## **11 Membership Liabilities**

- 11.1 The liability of an Ordinary Member or Associate Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member company in respect of membership of the Association as required by Rule 10.

## **12 Disciplining of Members**

- 12.1 Where the Committee of Management is of the opinion that an Ordinary Member or Associate Member -

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the Committee may, by resolution -

- (c) expel the member company from the Association; or
  - (d) suspend the member company from membership of the Association for a specified period.
- 12.2 A resolution of the Committee of Management under rule 11.1(c) is of no effect unless the Committee at a meeting held not earlier than 14 days and not later than 28 days after service on the member company of a notice under rule 11.3, confirms the resolution in accordance with this rule.

12.3 Where the Committee of Management passes a resolution under rule 12.1(c) the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member company -

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that a delegate of the member company may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member company that the delegate of the member company may do either or both of the following:-
  - (i) attend and speak at that meeting;
  - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

12.4 At a meeting of the Committee of Management held as referred to in rule 12.3, the Committee shall -

- (a) give to a delegate of the member company an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Committee by the member company at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

12.5 Where the Committee of Management confirms a resolution under rule 12.4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member company of the fact and of the member's right of appeal under rule 13.

12.6 A resolution confirmed by the Committee of Management under rule 12.4 does not take effect -

- (a) until the expiration of the period within which the member company is entitled to appeal against the resolution where the member company does not exercise the right of appeal within that period; or
- (b) where within that period the member company exercises the right of appeal unless and until the association confirms the resolution pursuant to rule 12.4

### **13 Right of appeal of disciplined member company**

13.1 An Ordinary Member or Associate Member may appeal to the Association in general meeting against a resolution of the Committee of Management which is confirmed under rule 12.4 within 7 days after notice of the resolution is served on the member company, by lodging with the Executive Director a notice to that effect.

13.2 Upon receipt of a notice from a member company under rule 13.1, the secretary shall notify the Committee of Management which shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

13.3 At a general meeting of the Association convened under rule 13.2 -

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Committee of Management and the member company shall be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the member companies present shall, in writing and on the form specified in Appendix IV to these rules, vote by secret ballot, but in accordance with rule 33 of these rules, on the question of whether the resolution should be confirmed or revoked.

13.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART IV - COMMITTEE OF MANAGEMENT**

### **14 Powers of the Committee of Management**

14.1 The Committee shall be called the Committee of Management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting -

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of member companies of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **15 Constitution and Membership of the Committee of Management**

15.1 Subject in the case of the first members of the Committee to section 21 of the Act, the Committee of Management shall consist of -

- (a) the office bearers of the Association; and
- (b) representatives of 9 Ordinary Members

elected pursuant to rule 16.

15.2 The office bearers of the Association shall be -

- (a) the President
- (b) a Vice-President who shall also act in the capacity of Treasurer of the Association; and
- (c) a Vice-President who may also act in the capacity of Secretary of the Association.



- 15.3 Each member of the Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- 15.4 Notwithstanding the provisions of rule 15.3 no person elected to the office of president may hold that office for more than three consecutive terms.
- 15.5 In order to preserve a Committee composition representative of the whole membership of the Association the membership of the Committee as set out in rule 15.1 shall where possible include a proportional number of delegates representing Ordinary Members whose head offices are situated outside the State of New South Wales.
- 15.6 Notwithstanding the provisions of rule 15.5 the returning officer is empowered and authorised to ensure where possible the election of a proportional number of delegates representing Ordinary Members of the Committee referred to in rule 15.5, if necessary by giving priority to them over all other candidates for election to the Committee.
- 15.7 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint an official delegate of an Ordinary Member to fill the vacancy and the Committee member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **16 Election of Members of Committee of Management**

- 16.1 Nominations of candidates for election as members of the Committee of Management -
- (a) shall be made in writing, signed by the official delegates of 2 Ordinary Members and accompanied by the written consent of the candidate, on the form set out in Appendix II to these rules; and
  - (b) shall be delivered to the Executive Director of the Association, who shall act as returning officer for the election, not less than 42 days before the date fixed for the holding of the annual general meeting.
- 16.2 If insufficient nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.

- 16.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 16.4 If the number of nominations received exceeds the number of vacancies to be filled, the returning officer shall conduct a postal ballot in such usual and proper manner as the Committee shall direct, but always in accordance with the requirements of rule 15.6.

## **17 President and Vice Presidents**

- 17.1 The President and two Vice Presidents shall be elected by the members of the Committee of Management from within the membership of the Committee at the first meeting of the Committee following the annual general meeting.

## **18 Secretary**

- 18.1 The Secretary of the Association shall, as soon as practicable after being elected as Secretary, lodge notice with the Association of his or her address.
- 18.2 It is the duty of the Secretary to ensure the keeping of minutes of -
- (a) all appointments of office-bearers and members of the Committee of Management;
  - (b) the names of members of the Committee of Management present at a Committee meeting or a general meeting; and
  - (c) all proceedings at Committee meetings and general meetings;
- together with all such other duties as the Committee may from time to time determine.
- 18.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

**19 Treasurer**

19.1 It is the duty of the treasurer of the Association to ensure that -

- (a) all money due to the Association is collected and received and that all payments authorized by the Association are made;
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

**20 Casual Vacancies - Committee of Management**

20.1 For the purposes of these rules, a casual vacancy in the office of a member of the Committee of Management occurs if the person -

- (a) dies;
- (b) ceases to be directly and actively engaged in the Industry;
- (c) ceases to be the official delegate of an Ordinary Member; or
- (d) the Ordinary Member of whom he/she is the official delegate ceases to be a member of the Association for whatever reason.

**21 Removal of a Committee Member**

21.1 The Association in general meeting may by resolution remove any member of the Committee of Management from that office before the expiration of the Committee 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 Committee member so removed.

- 21.2 Where a member of the Committee of Management to whom a proposed resolution referred to in rule 21.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Ordinary members of the Association, the Secretary or the President may send a copy of the representations to each Ordinary member of the Association or, if they are not so sent, the Committee member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22 Meetings and Quorum - Committee of Management**

- 22.1 The Committee of Management shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- 22.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- 22.3 Oral or written notice of a meeting of the Committee shall be given by the Executive Director to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- 22.4 Notice of a meeting given under clause 22.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to consider.
- 22.5 Fifty per cent of the Committee constitutes a quorum for the transaction of the business of a meeting of the Committee.
- 22.6 No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week, unless that day is an official public holiday in the State of New South Wales, when the meeting will stand adjourned until the day after that day.
- 22.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

22.8 At a meeting of the Committee -

- (a) the President or, in the President's absence, a Vice-President shall preside; or
- (b) if the President and the Vice-President are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

22.9 No member of the Committee of Management shall be absent from three or more consecutive meetings of the Committee without being granted leave of absence.

### **23 Delegation by the Committee of Management to Sub-Committees**

23.1 The Committee of Management may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than -

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Committee of Management by the Act or by any other law.

23.2 A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.

23.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

23.4 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.

23.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee of Management.

- 23.6 The Committee of Management may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 23.7 A Sub-Committee may meet and adjourn as it thinks proper.

## **24 Voting and Decisions - Committee of Management**

- 24.1 Questions arising at a meeting of the Committee of Management or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee of Management or Sub-Committee present at the meeting.
- 24.2 Each member present at a meeting of the Committee of Management or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.3 Subject to rule 22.5 the Committee of Management may act notwithstanding any vacancy on the Committee.
- 24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee of Management or by a Sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

## **PART V - GENERAL MEETINGS**

### **25 Annual General Meetings - Holding of:**

- 25.1 The Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its Ordinary members.

**26 Annual General Meetings - Calling of and Business at:**

- 26.1 The annual general meeting of the Association shall, subject to the Act and to rule 25 be convened on such date and at such place and time as the Committee of Management thinks fit.
- 26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
  - (c) to confirm the election of members of the Committee;
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act, and
  - (e) to appoint auditors.
- 26.3 An annual general meeting shall be specified as such in the notice convening it.

**27 Special General Meetings - Calling of:**

- 27.1 The Committee of Management may, whenever it thinks fit, convene a special general meeting of the Association.
- 27.2 The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of Ordinary Members, convene a special general meeting of the Association.
- 27.3 A requisition of Ordinary Members for a special general meeting -
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the Ordinary Members making the requisition;

- (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 27.4 If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Ordinary Members for the meeting is lodged with the secretary, any one or more of the Ordinary Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 27.5 A special general meeting convened by an Ordinary Member or Members as referred to in rule 27.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any such Ordinary member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

## 28 Notice

- 28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each Ordinary Member at the Member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 28.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Ordinary member in the manner provided in rule 28.1 specifying, in addition to the matter required under rule 28.1, the intention to propose the resolution as a special resolution.
- 28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 26.2.



- 28.4 An Ordinary Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Ordinary member.

## **29 Procedure**

- 29.1 No item of business shall be transacted at a general meeting unless a quorum of Ordinary Members entitled under these rules to vote is present during the time the meeting is considering that item.
- 29.2 Twenty per cent of the Association's membership being present in person (being official delegates of Ordinary Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Ordinary members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Ordinary members given before the day to which the meeting is adjourned) at the same place.
- 29.4 If the day to which the meeting is adjourned is an official public holiday in the State of New South Wales the meeting shall be adjourned to the day after that day.
- 29.5 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the official delegates of members present (being not less than 5) shall constitute a quorum.

## **30 Presiding Member**

- 30.1 The president or, in the president's absence, a vice-president, shall preside as chairperson at each general meeting of the Association.
- 30.2 If the president and the vice-presidents are absent from a general meeting or unwilling to act, the official delegates of members present shall elect one of their number to preside as chairperson at the meeting.

## **31 Adjournment**

- 31.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of official delegates of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Ordinary member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in rules 31.1 and 31.2 notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **32 Making of Decisions**

- 32.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 32.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than one third of the official delegates of Ordinary Members present in person or by proxy at the meeting.
- 32.3 Where the poll is demanded at a general meeting, the poll shall be taken -
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **33    Special Resolution**

33.1    A resolution of the Association is a special resolution if -

- (a)    it is passed by a majority which comprises not less than three quarters of such Ordinary members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b)    where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

### **34    Voting**

- 34.1    Upon any question arising at a general meeting of the Association an Ordinary Member has one vote only.
- 34.2    All votes shall be given personally or by proxy but no Ordinary Member may hold more than 5 proxies.
- 34.3    In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 34.4    An Ordinary Member whether represented in person by the official delegate or by proxy, is not entitled to vote at any general meeting of the Association unless all money due and payable by the Ordinary Member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**35 Appointment of Proxies**

- 35.1 Each Ordinary Member shall be entitled to appoint another Ordinary Member as proxy by notice given to the Executive Director no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 35.2 The notice appointing the proxy shall be in the form set out in Appendix III to these rules.

**PART VI - MISCELLANEOUS****36 Insurance**

- 36.1 The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- 36.2 In addition to the insurance required under rule 36.1 the Association may effect and maintain other insurance.

**37 Funds - Source**

- 37.1 The funds of the Association shall be derived from entrance fees and annual subscriptions of Ordinary and Associate members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee of Management determines.
- 37.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 37.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**38 Funds - Management**

- 38.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee of Management determines.

- 38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee and/or employees of the Association, being members or employees authorised to do so by the Committee of Management.
- 38.3 The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Ordinary or Associate members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any Ordinary or Associate member of the Association in return for any services actually rendered to the Association or reasonable and proper rent for premises let by any member to the Association.

### **39 Alteration of Rules and objects**

- 39.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

### **40 Common seal**

- 40.1 The common seal of the Association shall be kept in the custody of the public officer.
- 40.2 The common seal shall not be affixed to any instrument except by the authority of the Committee of Management and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee and/or 1 member of the Committee and of the public officer.

### **41 Custody of books etc**

- 41.1 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 Association.

**42    Inspection of books etc**

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

**43    Service of notices**

- 43.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any Ordinary or Associate member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 43.2 Where a document is sent to an Ordinary or Associate member by properly addressing, prepaying and posting to the member a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the member at the time at which the letter would have been delivered in the ordinary course of post.

**44    Surplus property**

- 44.1 At the first general meeting of the Association, the Association shall pass a special resolution nominating an association as the association in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- 44.2 The association so nominated shall be one which fulfils the requirements specified in section 53(2)(a)-(c) of the Act.

**45    Public Officer and Executive Director**

- 45.1 Unless otherwise determined by the Committee of Management, the public officer of the Association shall be that person for the time being employed as the Executive Director of the Association.
- 45.2 The Executive Director shall be that person so appointed by the Committee of Management from time to time.

- 45.3 The Executive Director shall be entitled to attend meetings of the Committee of Management and, with the exception of voting rights, shall have such powers and responsibilities as the Committee shall from time to time determine.

**46 Indemnification of employees**

- 46.1 Every office bearer and/or employee of the Association shall be indemnified out of the funds of the Association against; and it shall be the duty of the Committee of Management out of the funds of the Association or by the effecting of appropriate insurance, to pay all costs losses and expenses which any such office bearer and/or employee may incur or become liable to by reason of any contract entered into or act or thing done by that office bearer or employee in any way in discharging his or her duty while acting under and in accordance with the instructions of the Committee except such as shall happen by or through his or her own wilful default.

\* \* \* \* \*

**APPENDIX I**

**THE PROPRIETARY MEDICINES ASSOCIATION OF AUSTRALIA  
INCORPORATED**

**APPLICATION FOR ORDINARY MEMBERSHIP**

We hereby apply for Ordinary membership of the Proprietary Medicines Association of Australia Inc and if accepted undertake to abide by the Rules of the Association as may be in force from time to time.

NAME OF COMPANY \_\_\_\_\_

ADDRESS \_\_\_\_\_

\_\_\_\_\_P/CODE\_\_\_\_\_

TELEPHONE \_\_\_\_\_

FAX: \_\_\_\_\_

CHIEF EXECUTIVE - NAME \_\_\_\_\_

TITLE \_\_\_\_\_

OTHER SENIOR EXECUTIVES \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

PROPRIETARY PRODUCTS \_\_\_\_\_

(if space insufficient  
please attach list)

\_\_\_\_\_

\_\_\_\_\_

DATE \_\_\_\_\_ SIGNED \_\_\_\_\_



**APPENDIX 1a****THE PROPRIETARY MEDICINES ASSOCIATION OF AUSTRALIA  
INCORPORATED****APPLICATION FOR ASSOCIATE MEMBERSHIP**

We hereby apply for Associate membership of the Proprietary Medicines Association of Australia Inc and if accepted undertake to abide by the Rules of the Association as may be in force from time to time.

NAME OF COMPANY \_\_\_\_\_

ADDRESS \_\_\_\_\_

\_\_\_\_\_ P/CODE \_\_\_\_\_

TELEPHONE \_\_\_\_\_

FAX: \_\_\_\_\_

CHIEF EXECUTIVE - NAME \_\_\_\_\_

TITLE \_\_\_\_\_

OTHER SENIOR EXECUTIVES \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

FIELD OF ACTIVITY \_\_\_\_\_

DATE \_\_\_\_\_ SIGNED \_\_\_\_\_

Please list any clients who are PMAA members (with products for which you are responsible). Please provide list on separate sheet if space insufficient.

\_\_\_\_\_

\_\_\_\_\_

To: Executive Director  
The Proprietary Medicines Assoc of Australia Incorporated  
Private Bag 938  
NORTH SYDNEY 2059

(1) NOMINATION FOR ELECTION TO THE COMMITTEE OF MANAGEMENT

I, \_\_\_\_\_ of \_\_\_\_\_  
(full name) (company)

being the official delegate of an Ordinary member of the Association, nominate

\_\_\_\_\_ of \_\_\_\_\_  
(full name) (company)

who is personally known to me, as a candidate for election to the Committee of Management of the Proprietary Medicines Association of Australia Incorporated.

\_\_\_\_\_  
(date) (signature)

(2) SECONDING OF NOMINATION

I, \_\_\_\_\_ of \_\_\_\_\_  
(full name) (company)

being the official delegate of an Ordinary member of the Association, second the nomination of

\_\_\_\_\_ of \_\_\_\_\_  
(full name) (company)

who is personally known to me, as a candidate for election to the Committee of Management of the Proprietary Medicines Association of Australia Incorporated.

\_\_\_\_\_  
(date) (signature)

(3) CONSENT OF CANDIDATE

I, \_\_\_\_\_ of \_\_\_\_\_  
(full name) (company)

consent to the above nomination.

\_\_\_\_\_  
(date) (signature)

NB: This nomination should be accompanied by brief biographical details of the nominee.

## FORM OF APPOINTMENT OF PROXY

**THE PROPRIETARY MEDICINES ASSOCIATION OF AUSTRALIA INCORPORATED**

I, \_\_\_\_\_ of \_\_\_\_\_  
(full name) (address)

being an Ordinary Member (or being the official delegate for

\_\_\_\_\_, an Ordinary Member) of the abovementioned  
(name of body)

Association hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
(name of proxy) (address)

being an Ordinary Member (or being the official delegate for \_\_\_\_\_  
(name of body)

an Ordinary Member) of that Association, as my proxy to vote for me on my

behalf at the annual/special (delete which is inapplicable) general meeting to be

held on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_ at AM/PM

and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_

Signature of Official delegate  
Ordinary Member appointing proxy

CONFIDENTIAL

**THE PROPRIETARY MEDICINES ASSOC OF AUSTRALIA INCORPORATED****BALLOT PAPER TO RECORD A VOTE PURSUANT TO RULE 12.3(c)  
OF THE RULES OF THE ABOVENAMED ASSOCIATION**

Please (place a cross in) the appropriate square.

Only one square should be completed. If more than one square is completed, your vote will be counted as informal.

-----  
Returning Officer

☐

The resolution of the Committee of Management dated \_\_\_\_

day of \_\_\_\_\_ 19\_\_ resolving to expel \_\_\_\_\_  
(name of member)

of \_\_\_\_\_  
(address)

from membership of The Proprietary Medicines Association of Australia Incorporated is CONFIRMED.

☐

The resolution of the Committee of Management dated \_\_\_\_

day of \_\_\_\_\_ 19\_\_

resolving to expel \_\_\_\_\_  
(name of member)

of \_\_\_\_\_

(address)

from membership of The Proprietary Medicines Association of Australia Incorporated is REVOKED.