AUSTRALIAN PHARMACEUTICAL PHYSICIANS ASSOCIATION INC T/A MEDICAL AFFAIRS PROFESSIONALS OF AUSTRALASIA (MAPA)

NEW CONSTITUTION DISCUSSION PAPER

Version 4 November 2025

A. Introduction and reasons for change

This Discussion Paper outlines key details of the Australian Pharmaceutical Physicians Association Inc t/a Medical Affairs Professionals of Australasia (MAPA) 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 **20th January, 2026** to **jan.lewis@mapa.org.au** **with the words 'MAPA Governance' included in the subject title.**

It is a normal part of the evolution of an association to review its constitution and governance arrangements.

Due to the quantum of issues and proposed number of changes, it is proposed that the process include an afresh start with a new constitution. Because a new constitution needs to be developed it is the ideal opportunity to also look at MAPA's legal structure as the new constitution can be written to satisfy the requirements of the new legal structure.

MAPA is currently an incorporated association under the New South Wales legislation: *Associations Incorporation Act 2009* (NSW), which is aimed at NSW based associations. As MAPA is a trans-national association with operations in Australasia and members from around Australia and New Zealand, it is appropriate to consider transferring to the national law (the Commonwealth Corporations Act 2001) as a public company limited by guarantee.

The new constitution will be a fresh document based on a contemporary template fit for company limited by guarantee. It will not be an amendment of the existing document.

The purpose of the project is to update the constitution to:

- align with contemporary governance practice and legal compliance,
- ensure it reflects current MAPA practice,
- ensure clarity and remove any ambiguities and address any omissions in the existing constitution
- update the legal name of MAPA from Australian Pharmaceutical Physicians Association Inc to Medical Affairs Professionals of Australasia Ltd
- allow MAPA to obtain charity status.

Any reference to the Act in this Discussion Paper refers to the *Corporations Act 2001* (Cth).

B. Key Dates

The aim is to have a new constitution for approval or otherwise by the members at a Special General Meeting in the first half of 2026, probably March. Leading up to the 2026 SGM, members will have been 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.

C. Feedback on this Discussion Paper

Please send any comments or questions by **January 20th** to Jan Lewus, MAPA Secretary at jan.lewis@mapa.org.au with "MAPA Governance" included in the **email subject.**

D. Summary of key proposed changes

Section in paper	Proposed change	Rationale
1.1	That MAPA converts to a company limited by guarantee structure, and the legal name of the Association will be “Medical Affairs Professionals of Australasia Ltd”.	Due to the nature and size of the Association, particularly the trans-national scope of operations, it is more suitable for MAPA to be a company limited by guarantee. The Association is commonly known and currently operates under the trading name of MAPA.
2.1	The Objects will be revised as outlined in point 2.1.	The proposed Objects clause: • better reflects the vision, mission and activities of MAPA; • enhances the possibility of being registered as a charity.
3.1	There will continue to be 2 classes of Membership 1. Voting Members (the Individual Members), and 2. Non-Voting Members.	The membership structure remains the same, however, there will be flexibility to set the criteria of “professionals” for Voting Members and change the categories within each class through the By-laws without the need for constitutional change.
4.1	The Board size will remain the same, however the composition will be 8 Elected Directors and up to 2 Appointed Directors. The terms of Directors will be extended from one-year terms to a three-year term. The immediate past president will not be an automatic position on the Board.	Composition of the Board is important for managing diversity and recruiting the needed skills and perspectives on the Board. As membership organisations by their nature are democratic in their approach to governance and the selection of Directors, Boards are sometimes constrained by the election processes in the constitution. This means the Board may have limited ability to recruit specifically on skills. A common way to address this is for the constitution to allow for a number of Directors to be appointed by the Board if they so choose. One-year terms are too brief to contribute to MAPA. Three-year terms allow the Directors to learn their role and provide continuity and stablility on the Board. The immediate past president should not be compelled to remain on the Board. Further, a helpful past president

Section in paper	Proposed change	Rationale
		will be available for input regardless of whether they are on the Board.
4.10	Office Bearers There will be two office bearers being the President and Vice President, who will be chosen by the Board from amongst the Elected Directors.	According to Associations Forum's Board Survey, 75% of associations would have the board elect the President, rather than the membership electing this position. The members of the board will know who would be best to be in a particular office bearer position as they will work with them first-hand in a close environment. The Honorary Secretary and Treasurer role should not be constitutionally enshrined. The constitution need only refer to the Company Secretary. Companies limited by guarantee must have a Company Secretary which is an appointment by the Board and commonly not a Director.

Section in paper	Proposed change	Rationale
5	Key changes to general meeting provisions include: There requirement to hold 4 General Meetings in a year will not be carried over. The quorum for a general meeting will be set at 10 Voting Members entitled to vote. Current provisions do not address quorum. Provision to be made for fully virtual meetings.	To align with legislative requirements and contemporary practice.

E.

E. Composition of new constitution

Before the drafting of the new constitution commences, the key elements need to be presented to the members for their feedback and comments. These elements are included in this Discussion Paper.

1. Legal Structure and Name

1.1. MAPA is currently an incorporated association under the *Associations Incorporation Act 2009* (NSW) (**AIA**). Associations that are incorporated under the AIA can only operate in other states and territories by registering with Australian Securities & Investments Commission (ASIC) as a registered Australian body and obtaining an Australian Registered Body Number (ARBN). The alternative is to transfer its incorporation to a public company limited by guarantee (**CLG**) under the *Corporations Act 2001* (Cth). As a CLG, MAPA could operate anywhere in Australia as well as internationally.

1.2. For an organisation with members from and activities across Australasia, it is more appropriate for MAPA to be incorporated under the *Corporations Act 2001* (Cth) as a CLG.

1.3. Given the organisation's objects, nature and activities, MAPA may be eligible for charity registration with the Australian Charities and Not-For-Profits Commission (**ACNC**). Being a registered charity will allow MAPA to be eligible for certain tax concessions including income tax exemption.

1.4. An example of a similar organisation with charity status is ARCS Australia Limited – its charitable purpose is Advancing Education.

1.5. If MAPA attains charity status, the main regulator for a charity CLG will be the ACNC rather than ASIC.

1.6. The Executive Committee is therefore proposing that MAPA transfer its legal structure from being an incorporated association to a CLG. The new constitution will be written to comply with the requirements of a charity CLG.

1.7. Changing the organisation's mode of incorporation from an incorporated association to a company limited by guarantee does not change the organisation's legal status or identity. It is still the same entity with the same assets and liabilities and any existing contracts will continue unaffected.

1.8. Converting to a CLG means:

- The liability of members of a CLG is, as the name suggests, limited to the *guarantee* amount. The guarantee is the amount that members agree to pay towards certain debts if the organisation winds up. The guarantee amount is usually nominal and needs to be specified in the constitution. The guarantee amount for MAPA will be set at $1.00. This is lesser than the current liability in clause 9A of the current constitution which is set at "any [amount] unpaid by the member in respect of membership fees of the Association."
- The entity name will have the suffix "Ltd". The association currently operates using the trading name of "Medical Affairs Professionals of Australasia" (MAPA). As the association is commonly known as MAPA, it is proposed that the legal name is updated to "**Medical Affairs Professionals of Australasia Ltd"**.

1.9. The constitution will include the legally required not-for-profit provisions prohibiting the distribution of profits and assets to members.

2. Objects

2.1. The proposed new Objects are outlined below:

[MAPA EC to review & improve based on additional feedback during consultation] The Objects of the Company are to:

(a) advance education in the area of Medical Affairs in order to promote the quality use of medicines and help enable access to innovate therapies in collaboration with the wider health care community to ultimately improve outcomes for Australasian patients;

(b) advance the professionalism, integrity and influence of Medical Affairs across the medicines and medical technology sectors in Australasia;

(c) promote ethical and evidence-based application of medical and scientific knowledge that supports quality use of medicines and medical technologies for the benefit of patients and the community; and

(d) foster leadership, collaboration and continuous professional development among those working in Medical Affairs in Australasia.

2.2. The Objects clause states why the organisation exists and influences taxation status. The proposed Objects clause reflects the vision, mission and activities of MAPA.

2.3. The proposed Objects enhance the possibility of being registered as a charity with the Australian Charities & Not-for-profits Commission (ACNC) under the sub-type Advancing Education.

3. Membership

<u>Eligibility Criteria and Voting Rights</u>

3.1. The proposed new membership structure is outlined below.

Class	Eligibility criteria	Rights

Voting Member	Any individual who: • supports the Objects, • satisfies the professional criteria set out in the By-laws, and • has been admitted as a Voting Member in accordance with the Constitution. A Vendor or an individual employed by a Vendor may not be a Voting Member.	Voting rights at a general meeting and in Board elections. Elected Directors must be a Voting Member.
Non-voting Member	Any individual or organisation who: • supports the Objects but is not eligible for Voting Membership, • satisfies any additional requirements for Non-Voting Membership as prescribed by the Board and set out in the By-laws, and • have been admitted as Non- Voting Members in accordance with the Constitution.	No voting rights, but may attend a general meeting. Not entitled to be an Elected Director.

3.2.

3.2. There are no changes to the classes of membership, the eligibility criteria has been revised to allow the Board flexibility to set examples of suitable 'professional critieria' in the By-laws.

<u>Simplifying membership categories into two classes</u>

3.3. Voting Members will include the current members with voting rights.

3.4. Non-Voting Members will include existing Aspiring, Vendor Members, Partner Members and Honorary Members.

3.5. With the above membership structure, the constitution will state that the Board has the power to create categories within each class of membership, without those categories having to be named in the constitution. This provides flexibility regarding the composition of membership as circumstances change.

<u>Other Membership Matters</u>

3.6. <u>Membership fees</u> - as per current practice, the constitution will state that the membership fees and due dates will be set by the Board.

3.7. <u>Membership applications –</u> The Board will have ultimate authority to approve or reject applications, but in practice, may choose to delegate this authority.

3.8. The intent of current clause 5 will be carried over, with further cessation events added for clarity, for instance: ceasing to satisfy the criteria for membership (unless transferred to another class of membership), being convicted of an indictable offence, failure to provide any information required by the Board as part of the renewal process, and failure to satisfy any undertaking given by the Member upon them being admitted as a Member, unless the Board resolves otherwise.

3.9. The intent of current clause 10 regarding disciplinary proceedures will be carried over, however, will clarify that a Member must be informed of the allegations and provided an opportunity to state their case prior to any resolution to suspend or expel the Member. The appeals process in clause 11 will not be carried over as a General Meeting may not be a suitable forum to discuss confidential disciplinary matters.

4. The Board of Directors

<u>Composition</u>

4.1. The proposed Board composition compard to the current Executive Committee composition:

Current Executive Committee	Proposed Board composition
Clause 14 *A. The Executive Committee shall consist of -* *a) The 5 office-bearers of the Association; and* *b) 5 additional ordinary Executive members.* B. *The Executive Committee members, with the exception of the Immediate Past-President who shall ex- officio be an office-bearer, shall be elected at the Annual General Meeting of the Association according to the provisions of this Constitution*. (i.e., one year terms) … *D. The office-bearers of the Association shall be the –* *a) President* *b) Vice-President* *c) Immediate Past-President* *d) Treasurer* *e) Secretary* *G. An office-bearer may hold up to 2 offices, other than both the offices of President and Vice-President.*	Board to comprise **up to 10 Directors**: • 8 Elected Directors – elected by and from the Voting Members • Up to 2 Appointed Directors – appointed by the Board. No more than 4 Directors from any one organisation. **Terms:** 3-year terms for Elected Directors. Up to 3-year terms for Appointed Directors. Term limit for all Directors of 9 consecutive years. A Director may return to the Board after a period of 2 years. Casual vacancies may be filled by the Board for the remainder of the term. **Eligibility Critieria:** Elected Directors must be Voting Members. Appointed Directors, may be, but do not have to be from the membership. **Office Bearers:** The President and Vice President will be chosen by the Board from amongst the Elected Directors.

4.2.

4.2. The Executive Committee will be renamed as the Board of Directors.

4.3. There is no change to the number of Board members, which continues to be 10 Directors.

4.4. There will be 8 Elected Directors chosen by the membership. This is to ensure that the majority of the Board continues to be democratically elected.

4.5. The introduction of Appointed Directors which do not need to be from the membership is intended to allow the Board scope to fill any gaps in the skills matrix. For instance, where the Board may require an individual with financial or legal expertise to assist with the strategic direction of the organisation.

4.6. The Immediate Past-President will not be an automatic position on the Board, however, if the Board may appoint that person as an Appointed Director if the Board considers their experience etc is necessary to retain. See section 4.19 below for further explanation.

4.7. The new constitution will clarify that there will be no more than 4 Directors from any one organisation. This ensures that the Board is not disproportionately represented by a large organisation.

<u>Terms of office of Directors and term limits</u>

4.8. Elected Directors will serve 3-year terms instead of one year terms. One-year terms are too brief to become familiar with the procedures and practices of the organisation and contribute in a meaningful manner.

4.9. Terms will be staggered to ensure regular rotation and avoid the risk of losing the whole Board at once.

4.10. A term limit of 9 consecutive years is being introduced. After serving as a Director for 9 years, the member cannot return to the Board in any position for at least 2 years. The term limit is essential to ensure succession and new perspectives on the Board.

4.11. The term of an Appointed Director will be "up to 3 years, as determined by the Board". In practice, the Board may appoint the Appointed Director for 1,2 or 3 years and they may be re-appointed, subject to the term limit.

<u>Election and Nomination Process</u>

4.12. Provisions will be added to allow elections prior to the AGM via electronic ballot where there are more candidates than vacancies. This will be a more democratic process as it allows a larger proportion of the membership to participate in voting. Where the number of candidates is equal to the number of vacancies, the candidates will continue to be deemed elected.

4.13. Details regarding the timing and form of the nomination form will be moved to the By-laws.

4.14. Results of the election will be announced at the AGM.

<u>Office bearers</u>

4.15. There are currently 5 office bearer roles who are all elected by the members: President, Vice-President, Immediate Past-President, Treasurer and Secretary.

4.16. It is proposed that there be only two office bearers, being the President and Vice-President, with the Board appointing these positions from amongst the Elected Directors.

4.17. According to Associations Forum's Board Survey, 75% of associations would have the board elect the President, rather than the membership electing this position. The members of the board will know who would be best to be in a particular office bearer position as they will work with them first-hand in a close environment.

4.18. Normally, the Board would annually appoint the President and Vice-President at the first Board meeting after the AGM. The same Director may be reappointed as President or Vice-President for consecutive years. There will be no term limit for the roles of President or Vice-President, however, the President or Vice-President will only remain as President or Vice-President while they are a Director.

4.19. The reference to the role of the Immediate Past-President will be removed as the Immediate Past-President may want to leave the Board after serving their term. Further, an Immediate Past-President may impede on the authority of the current President. A helpful Past-President will be available for input regardless of whether they are on the Board. In practice, the Immediate Past-President may be appointed as an Appointed Director if the Board wishes for them to remain on the Board.

4.20. With regards to the role of Honorary Secretary, there is no legal requirement for a company limited by guarantee to have a Honorary Secretary, only a Company Secretary. As the Company Secretary is the liaison person between the organisation and the regulator and has certain duties under the law, it is more appropriate that this role be an ongoing appointment by the Board, rather than a newly elected volunteer every few years. The compamy secretary may be an individual with expertise and training as a Company Secretary.

4.21. With regards to the role of Treasurer, there is no legal requirement for the Board to have a Treasurer, and many associations do not include a Treasurer in their constitution. The role of the Treasurer would more appropriately be performed by the paid secretariat. More importantly, the financial responsibility is shared by all directors, and having a Treasurer as a member on a board may psychologically reduce the attention of the other directors from financial matters. The Board may choose to establish a Finance, Audit and Risk Committee instead of having a Treasurer role.

<u>Other Board matters</u>

4.22. <u>Casual Vacancies</u>: If there is a casual vacancy on the Board, the Board may appoint an eligible individual to fill the vacancy for the remainder of the term.

4.23. In line with contemporary practice, the <u>quorum for a Board meeting</u> will be revised to a majority of Directors in office. Current clause 18E sets the quorum at 5 Directors.

4.24. Provisions will be added to clarify that while Directors may be reimbursed by the Board for reasonable expenses. Directors will not be entitled to be paid fees for being a Director.

4.25. Directors of a company limited by guarantee can only be removed by the Members, not the Board.

4.26. The following will not be carried over as they are not constitutional matters: position descriptions of the office bearers (as in clauses 15L to 15Q), number of Board meetings (clause 18A).

4.27. The intent of provisions regarding ceasing to be a Director, Board powers, by-laws, conflicts of interest, written resolutions, notice of Board meetings and other relevant matters will be retained but may be redrafted for clarity or to reflect contemporary practice.

5. General Meetings

5.1. Provisions regarding general meetings will be redrafted in line with legislative requirements and contemporary practice for a company limited by guarantee.

5.2. An annual general meeting will continue to be held once a year.

5.3. The key changes include:

(a) There will be no requirement to hold 4 General Meetings in a year as per current clause 23B. A general meeting is a formal meeting of the membership and usually there is only one general meeting a year being the AGM.

(b) There is currently no quorum for a general meeting. The quorum will be set at 10 Voting Members entitled to vote present in person or by proxy.

(c) Provision will be made for fully virtual or hybrid meetings.

(d) Notice provisions will be revised to allow for electronic communication, for instance, through publication on the MAPA website.

6. Other Matters

6.1. There will be no casting vote for the chairperson of Board meeting or general meeting. No Member or Director should have votes more than other Members/Directors. If the vote is tied, the motion does not pass because it has not achieved majority support.

6.2. The provisions regarding amendments to the constitution will be updated to align with the Act which requires a special resolution of members, which is 75% of members present and entitled to vote to vote in favour of the resolution. Clause 24H regarding the procedure to follow if the vote is unsuccessful is more complex than recommended and will not be carried over.

6.3. Provisions regarding indemnity, access to records and dissolution will be updated in accordance with the Act.

6.4. Certain matters that are required to be addressed in the constitution by the *Associations Incorporation Act 2009* (NSW) do not need to be addressed in constitutions of companies limited by guarantee. Such matters include dispute resolution, sources of funds and management of funds.

6.5. There will be transitional rules in the new constitution that outline how the current membership and Board structure will transition to the proposed new model.