

Constitution

Australian General Practice Network Limited

ABN 95 082 812 146

As adopted on 28 November 2006

Constitution

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Preliminary

1. Defined terms & interpretation

1.1 In this Constitution unless the contrary intention appears:

Associate Members means, subject to clause 6, persons having an interest in the objects of the Company and admitted to membership as an Associate Member under clause 4.

Auditor means the Company's auditor.

Chairperson means the person occupying the position of Chairperson elected under clause 36.

Company means Australian General Practice Network Limited ABN 95 082 812 146.

Constitution means the constitution of the Company as amended from time to time.

Director includes any person occupying the position of director of the Company.

Division of General Practice means a body corporate that:

- (a) is controlled by General Practitioners who practise within a particular geographical area of Australia; and
- (b) has a principal object of supporting the activities of General Practitioners for the purpose of improving the health of their local community,

provided that the Directors have determined that the body corporate meets such criteria.

Directors means all or some of the Directors acting as a board.

General Practitioner means a registered medical practitioner who is qualified and competent for general practice in Australia and:

- (a) has the skills and experience to provide whole person, comprehensive, coordinated and continuing medical care;
- (b) maintains professional competence for general practice.

General Practice means the practice of a General Practitioner.

Member means a member under clause 4.

Member Divisions means, subject to clause 6:

- (a) the Divisions of General Practice named in Schedule 1 to this Constitution that have also provided to the Company a written consent to be a Member; and
- (b) any additional Divisions of General Practice admitted as Member Divisions under clause 4.

Member SBOs means, subject to clause 6:

- (a) the SBOs named in Schedule 2 to this Constitution that have also provided to the Company a written consent to be a Member; and
- (b) any additional SBOs admitted as Member SBOs under clause 4

provided that there will not be more than one Member SBO for each State and Territory.

Office means the Company's registered office.

Register means the register of Members of the Company.

Registered Address means the last known address of a Member as noted in the Register.

Representative means a person appointed as such under clause 8.

SBO means a body corporate representing the Divisions of General Practice in a particular State or Territory, provided that the Directors have determined that the body corporate meets such description.

Seal means the Company's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries.

State means a state of Australia.

Territory means the Australian Capital Territory or the Northern Territory.

- 1.2 In this Constitution, unless the contrary intention appears:
- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
 - (b) words importing natural persons include corporations;
 - (c) words and expressions defined in the *Corporations Act 2001* (Cth) have the same meaning in this Constitution;
 - (d) headings are for ease of reference only and do not affect the construction of this Constitution; and
 - (e) a reference to the *Corporations Act 2001* (Cth) is a reference to the *Corporations Act 2001* (Cth) as modified or amended from time to time.
- 1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Corporations Act 2001* (Cth) that deals with the same matter as the clause.
- 1.4 To the extent permitted by law, the replaceable rules in the *Corporations Act 2001* (Cth) do not apply to the Company.

Objects

2. Objects

- 2.1 The objects for which the Company is established are to promote the health and well-being of Australians through Divisions of General Practice, including by:
- (a) strengthening the effectiveness and vitality of the General Practice sector through support to Member Divisions and Member SBOs and advocacy and representation of Member Divisions and Member SBOs to the Federal Government, to other national organisations and to the Australian public;
 - (b) contributing to the development of national health policy in collaboration with Member Divisions and Member SBOs;
 - (c) promoting cooperation and communication with other national organisations in Australia with objects similar to these objects of the Company; and

- (d) providing national leadership in health system development.
- 2.2 The Company may only exercise the powers in subsection 124(1) of the *Corporations Act 2001* (Cth) to:
 - (a) carry out the objects in this clause 2; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

Income and Property of Company

3. Income and property of Company

- 3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 2.
- 3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

Membership

4. Admission

- 4.1 The number of Members of the Company is unlimited.
- 4.2 Subject to clause 6, the Members of the Company will be:
 - (a) the Member Divisions;
 - (b) the Member SBOs; and
 - (c) the Associate Members.
- 4.3 Applications for membership of the Company will be in writing, signed by the applicant and specifying the desired category of membership, in a form approved by the Directors in their absolute discretion.
- 4.4 At the next meeting of Directors after the receipt of an application for membership, the application will be considered by the Directors. The Directors will:
 - (a) determine the admission or rejection of the applicant; or
 - (b) decide to call on the applicant to supply any evidence of eligibility for the relevant category of membership that they consider reasonably necessary.
- 4.5 If the Directors:
 - (a) require further evidence under clause 4.4, determination of the application will be deferred until this evidence has been supplied;
 - (b) reject an application for membership, they will not be required to give reasons for the rejection.

- 4.6 As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription.
- 4.7 Subject to clause 4.8, an applicant will become a Member of the Company on payment of the amount due under clause 4.6.
- 4.8 If an amount due under clause 4.6 is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel their acceptance of the applicant for membership of the Company.
- 4.9 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.
- 4.10 If eligible, a Member may be both a Member Division and Member SBO, in which case such Member:
- (a) will be recorded as one Member in the Register;
 - (b) will have two votes at general meetings;
 - (c) will count as one Member for the purpose of establishing a quorum;
 - (d) is only entitled to one notice of general meeting;
 - (e) will be liable for entrance fees and annual subscriptions (if any) applicable to both categories of membership;
 - (f) will be regarded as one Member for the purpose of the guarantee in clause 51.1;
 - (g) may resign as either a Member Division or Member SBO without resigning the other category of membership;
 - (h) will be otherwise entitled to exercise the rights of both a Member Division and a Member SBO under this Constitution; and
 - (i) will be otherwise required to comply with the obligations imposed on both a Member Division and a Member SBO under this Constitution.
- 4.11 Associate Members are not entitled to hold any other category of membership.

5. Subscriptions

- 5.1 The Directors may determine the entrance fee and annual subscription payable by each Member or each category of Member. Until otherwise determined by the Directors:
- (a) the entrance fee will be nil; and
 - (b) the annual subscription will be nil.
- 5.2 The annual subscription period will commence on 1 July of each year, and the annual subscription will be due in advance within 30 days of this date.
- 5.3 The Directors may determine that any Member admitted to membership between 1 January and 30 June will pay only one-half of the annual subscription until that Member's next annual subscription falls due.
- 5.4 If a Member does not pay a subscription within 30 days after it becomes due the Directors:
- (a) will give the Member notice of that fact; and

- (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

6. Ceasing to be a Member

6.1 A Member's membership of the Company will cease:

- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if a majority of at least 75% of the Members present and voting at a meeting of Members by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company; or
 - (ii) who in their opinion is no longer eligible for their respective category of membership,

provided that the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;

- (c) if membership is forfeited under clause 5.4(b);
- (d) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence;
- (e) where the Member is not an individual, if:
 - (i) a liquidator is appointed in connection with the winding-up of the Member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member.

6.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription; and
- (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

7. Powers of attorney

- 7.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 7.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 7.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

8. Representatives

- 8.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the *Corporations Act 2001* (Cth); and
 - (b) remove a Representative.
- 8.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 8.3 A certificate executed in accordance with section 127 of the *Corporations Act 2001* (Cth) is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 8.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 8.5 The appointment of a Representative may set out restrictions on the Representative's powers.

General Meetings

9. Calling general meeting

- 9.1 Any three Directors may, at any time, call a general meeting.
- 9.2 A Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the *Corporations Act 2001* (Cth); and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the *Corporations Act 2001* (Cth).

10. Notice of general meeting

- 10.1 Subject to the provisions of the *Corporations Act 2001* (Cth) allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 10.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (b) must state the general nature of the business to be transacted at the meeting; and

- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 10.3 The business to be transacted at an annual general meeting may include:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor
- without the need for the notice of meeting to state such business.
- 10.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 9.2).
- 10.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 49.1 entitled to receive notices from the Company.
- 10.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at General Meetings

11. Member

In clauses 12 (except the proviso in clause 12.2), 13, 15 and 19, **Member** includes a Member present in person or by proxy, attorney or Representative.

12. Quorum

- 12.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 12.2 A quorum of Members is:
- (a) 28 Members (not including Associate Members); or
 - (b) if the total number of Members (not including Associate Members) at any one time is less than 28, 75% of the total number of Members (not including Associate Members) at that time,
- provided that, in either case, five Members (not including Associate Members) must be present in person or by Representative.
- 12.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

13. Chairperson

13.1 The Chairperson will be the chairperson at every meeting of Members.

13.2 If:

- (a) there is no Chairperson; or
 - (b) the Chairperson is not present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the Chairperson is unwilling to act as chairperson of the general meeting,
- the Directors present may elect a chairperson of the general meeting of the Members.

13.3 If no election is made under clause 13.2, then:

- (a) the Members (other than Associate Members) may elect one of the Directors present as chairperson of the meeting; or
- (b) if no Director is present or is willing to take the chair, the Members (other than Associate Members) may elect one of the Representatives present as chairperson of the meeting.

13.4 If there is a dispute at a general meeting about a question of procedure, the chairperson of the meeting may determine the question.

14. Adjournment

14.1 The chairperson of a general meeting at which a quorum is present:

- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
- (b) must adjourn the general meeting if the meeting directs him or her to do so.

14.2 An adjourned general meeting may take place at a different venue to the initial general meeting.

14.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

14.4 Notice of an adjourned general meeting must only be given in accordance with clause 10.1 if a general meeting has been adjourned for more than 21 days.

15. Decision on questions

15.1 Subject to the *Corporations Act 2001* (Cth) in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

15.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the *Corporations Act 2001* (Cth).

15.3 Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
- (b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

15.4 The demand for a poll may be withdrawn.

- 15.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

16. Taking a poll

- 16.1 A poll will be taken when and in the manner that the chairperson directs.
- 16.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 16.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 16.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 16.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 16.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

17. Casting vote of chairperson

The chairperson of a general meeting does not have a casting vote in addition to the chairperson's votes (if any) as a Member, proxy, attorney or Representative.

18. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

19. Entitlement to vote

- 19.1 Subject to clause 19.4, a Member Division is entitled to attend, speak and vote at a general meeting.
- 19.2 Subject to clause 19.4, a Member SBO is entitled to attend, speak and vote at a general meeting.
- 19.3 An Associate Member is entitled to attend but not speak at a general meeting and is not entitled to vote for any purpose.
- 19.4 A Member is not entitled to vote at a general meeting if the Member's annual subscription is more than one month in arrears at the date of the meeting.
- 19.5 Subject to clause 19.5, a Member entitled to vote has one vote.

20. Objections

- 20.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 20.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 20.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

21. Votes by proxy

- 21.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 21.2 A proxy need not be a Member.
- 21.3 A proxy may demand or join in demanding a poll.
- 21.4 A proxy or attorney may vote on a poll.
- 21.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

22. Document appointing proxy

- 22.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the *Corporations Act 2001* (Cth). The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by subsection 250A(1) of the *Corporations Act 2001* (Cth).
- 22.2 For the purposes of clause 22.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 22.3 A proxy's appointment is valid at an adjourned general meeting.
- 22.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 22.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

- 22.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more directors or the Secretary.

23. Lodgment of proxy

- 23.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 23.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

24. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

Appointment and Removal of Directors

25. Number of Directors

- 25.1 The Company will have nine Directors as follows:
- (a) eight General Practitioners, with the Member Divisions within each of the eight States and Territories to elect one Director in accordance with clause 26; and
 - (b) one person who is not a General Practitioner, to be appointed in accordance with clause 27.
- 25.2 Notwithstanding the other provisions in this Constitution, the following transitional arrangements will take effect:
- (a) during the period from the conclusion of the 2003 annual general meeting until 31 May 2004, the Directors will be those persons who would otherwise have been the directors of the Company if the previous memorandum and articles of association of the Company had not been replaced by this Constitution at that meeting (**Transition Directors**);

- (b) the term of appointment of all Transition Directors as Directors expires on 31 May 2004;
- (c) the Company will conduct an election for the Member Divisions within each State and Territory no earlier than 1 February 2004 and no later than 15 May 2004, in accordance with clauses 26.5 to 26.8 inclusive, in order to elect Directors as required by clause 26.1 (**New Directors**);
- (d) the results of the elections of New Directors must be declared by the Company by notice to Members prior to 31 May 2004;
- (e) the term of appointment of each New Director commences on 1 June 2004, provided that he or she has provided to the Company a written consent to act as director;
- (f) no elections will be held in 2004 for the purposes of clause 26.2(a) and 26.3;
- (g) the Transition Directors must not appoint a Non-GP Director pursuant to clause 27.1;
- (h) the New Directors must appoint a Non-GP Director pursuant to clause 27.1 by majority resolution by no later than 31 August 2004; and
- (i) all New Directors and the Non-GP Director will be required to retire from office at the conclusion of the 2005 annual general meeting in accordance with clause 28.3.

26. Election of GP Directors

- 26.1 The Member Divisions within each State and Territory will elect one General Practitioner as a Director.
- 26.2 An election must be conducted by the Company for the Member Divisions within a particular State or Territory if the Director most recently elected by the Member Divisions within that State or Territory:
 - (a) is due to retire at an upcoming Company annual general meeting pursuant to clause 28;
 - (b) retires at a Company annual general meeting pursuant to clause 28 and has not been reappointed or replaced pursuant to an election under clause 26.2(a); or
 - (c) otherwise vacates his or her office.
- 26.3 An election pursuant to clause 26.2(a) must be held no earlier than 1 July in the respective year and no later than 7 days prior to the date of the Company annual general meeting. The election result must be declared by the Company at the annual general meeting and the appointment will take effect at the end of the meeting, provided that the appointee has provided to the Company a written consent to act as director.
- 26.4 An election pursuant to clause 26.2(b) or clause 26.2(c) must be held within 90 days following the respective retirement or vacation of office. The election result must be declared by the Company by notice to Members and the appointment will take effect upon such declaration, provided that the appointee has provided to the Company a written consent to act as director.
- 26.5 Nominations will be called from the Member Divisions within a particular State or Territory prior to an election being held.
- 26.6 Each election will be decided by majority vote of eligible voting Member Divisions on a preferential basis.
- 26.7 The Directors from time to time may make, repeal or amend such by-laws, rules, or regulations as they see fit for the conduct of elections pursuant to this clause 26, provided that such by-laws, rules, or regulations are not inconsistent with this Constitution or with each other.

- 26.8 If requested by the Company, the Member SBO (if any) for the respective State or Territory will co-ordinate the conduct of the election in accordance with any relevant by-laws, rules, or regulations and any other directions of the Company.

27. Appointment of Non-GP Director

- 27.1 The Directors elected pursuant to clause 26 (**GP Directors**) will appoint a person who is not a General Practitioner as a Director (**Non-GP Director**).
- 27.2 The GP Directors will, by majority resolution pursuant to clause 32.1, make an appointment under clause 27.1:
- (a) within 60 days following an annual general meeting at which a Non-GP Director retires; and
 - (b) within 60 days following the Non-GP Director otherwise vacating his or her office.

28. Retirement

- 28.1 Subject to clause 28.3, at the close of every annual general meeting commencing from the 2005 annual general meeting, one-half of the Directors or, if their number is not a multiple of two, then the number nearest to but not more than one-half of the Directors, must retire.
- 28.2 The Directors to retire by rotation at an annual general meeting are those Directors who have been longest in office since their last appointment. Directors appointed on the same day may agree among themselves or determine by lot which of them must retire.
- 28.3 Subject to clause 29, a Director must retire from office at the conclusion of the second annual general meeting after the Director was last appointed, even if his or her retirement results in more than one-half of all Directors retiring from office.
- 28.4 A retiring Director remains in office until the end of the relevant meeting and will be eligible for re-appointment at the meeting.

29. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the *Corporations Act 2001* (Cth) from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Company;
- (d) is removed by a resolution of the Company;
- (e) is absent from Directors' meetings for three consecutive meetings without leave of absence from the Directors; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the *Corporations Act 2001* (Cth).

Powers and Duties of Directors

30. Powers and duties of Directors

- 30.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the *Corporations Act 2001* (Cth) do not require to be exercised by the Company in general meeting.
- 30.2 Without limiting the generality of clause 30.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

Proceedings of Directors

31. Directors' meetings

- 31.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 31.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 31.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 31.4 Subject to the *Corporations Act 2001* (Cth), a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 31.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 31.6 Subject to clause 34, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 31.7 Clauses 31.4 to 31.6 apply to meetings of Directors' committees as if all committee members were Directors.
- 31.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 31.9 A quorum is five Directors.
- 31.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting of Members to deal with the matter.

- 31.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

32. Decision on questions

- 32.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 34, each Director has one vote.
- 32.2 The chairperson of a meeting of Directors does not have a casting vote in addition to his or her deliberative vote.

Payments to Directors

33. Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of remuneration for performance of duties as a Director where such remuneration has been determined by the Company in general meeting;
- (b) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (c) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (d) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (e) relating to an indemnity in favour of the Director and permitted by section 199A of the *Corporations Act 2001* (Cth) or a contract of insurance permitted by section 199B.

34. Directors' interests

- 34.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 34.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 34.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- 34.4 Subject to clause 33, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Company;
- (b) hold any office or place of profit other than as auditor in the Company; and
- (c) act in a professional capacity other than as auditor for the Company,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

34.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the *Corporations Act 2001* (Cth) to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

34.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

35. Remaining Directors

35.1 The Directors may act even if there are vacancies on the board.

35.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) call a general meeting; or
- (b) conduct an election to appoint a Director pursuant to clause 26.

36. Chairperson

36.1 The Directors shall at the first Directors' meeting following each annual general meeting, elect a Director as Chairperson.

36.2 The Chairperson's term of office as Chairperson shall expire at the conclusion of the first annual general meeting after he or she was last elected as Chairperson.

36.3 A retiring Chairperson is eligible for re-election as Chairperson under clause 36.1 for a maximum of three consecutive terms of office.

36.4 The Chairperson shall be the chairperson of Directors' meetings.

- 36.5 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

37. Committees

- 37.1 The Directors:

- (a) must establish:
 - (i) a finance and audit committee; and
 - (ii) a committee to provide advice to the Directors on issues relating to General Practice in rural and remote areas of Australia; and
- (b) may establish any other committee or committees to provide advice to the Directors and/or to exercise delegated powers pursuant to clause 38.

- 37.2 Committee members will be appointed by the Directors.

- 37.3 At least one member of each committee must be a Director.

38. Delegation to committees

- 38.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to one or more committees established pursuant to clause 37.

- 38.2 The Directors may at any time revoke any delegation of power to a committee.

- 38.3 A committee must exercise its delegated powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

- 38.4 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.

- 38.5 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each committee member was a Director.

39. Written resolutions

- 39.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

- 39.2 For the purposes of clause 39.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

- 39.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

- 39.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 39.

- 39.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

40. Validity of acts of Directors

40.1 If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

41. Minutes and Registers

41.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 39;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 34.

41.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

41.3 The Company must keep all registers required by this Constitution and the *Corporations Act 2001* (Cth).

Local Management

42. Local management

42.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

43. Appointment of attorneys and agents

43.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the *Corporations Act 2001* (Cth) appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Directors.

- 43.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 43.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 43.4 The Directors may appoint attorneys or agents by facsimile transmission to act for and on behalf of the Company.
- 43.5 An attorney or agent appointed under this clause 43 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Secretary

44. Secretary

- 44.1 If required by the *Corporations Act 2001* (Cth), there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 44.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 44.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

Seals

45. Common Seal

- 45.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

46. Duplicate Seal

- 46.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
- (b) must not be used except with the authority of the Directors.

Inspection of Records

47. Inspection of records

- 47.1 Except as otherwise required by the *Corporations Act 2001* (Cth), the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 47.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

48. Service of notices

- 48.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
 - (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 48.2 A notice sent by post is taken to be served:
 - (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 48.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 48.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 48.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- 48.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 48.7 Subject to the *Corporations Act 2001* (Cth) the signature to a written notice given by the Company may be written or printed.
- 48.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

49. Persons entitled to notice

49.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director; and
- (c) any Auditor.

49.2 No other person is entitled to receive notice of a general meeting.

Audit and Accounts

50. Audit and accounts

50.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the *Corporations Act 2001* (Cth).

50.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the *Corporations Act 2001* (Cth).

Winding Up

51. Winding up

51.1 If the Company is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,
undertakes to contribute to the property of the Company for the:
- (c) payment of debts and liabilities of the Company (in relation to clause 51.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,
such amount as may be required, not exceeding \$10.

51.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another body corporate which:

- (a) by its constitution, is:
 - (i) required to pursue similar purposes to the Company;
 - (ii) required to apply its profits (if any) or other income in promoting its objects; and
 - (iii) prohibited from making any distribution to its members; and
- (b) if the Company has deductible gift recipient endorsement under the *Income Tax Assessment Act 1997* (Cth), has the same endorsement,

such body corporate to be determined by resolution of Members (other than Associate Members) at or before the winding up or, in default, by application to the Supreme Court for determination.

Indemnity

52. Indemnity

- 52.1 To the extent permitted by law and subject to the restrictions in section 199A of the *Corporations Act 2001* (Cth) the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 52.2 To the extent permitted by law and subject to the restrictions in section 199A of the *Corporations Act 2001* (Cth), the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 52.3 The amount of any indemnity payable under clauses 52.1 or 52.2 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 52.4 For the purposes of this clause 52, **officer** means:
- (a) a Director; or
 - (b) a Secretary.

Schedule 1 - Member Divisions

ACT Division of General Practice Ltd
Adelaide Central and Eastern Division of General Practice Ltd
Adelaide Hills Division of General Practice Incorporated
Adelaide North East Division of General Practice Incorporated
Adelaide Northern Division of General Practice Limited
Adelaide Western Division of General Practice Incorporated
Association of Bayside GP Division Brisbane Inc
Association of the Brisbane Inner South Division of General Practice Inc
Ballarat & District Division of General Practice Inc
Bankstown GP Division Incorporated
Barrier Division of General Practice Ltd
Barwon Division of General Practice Ltd
Blue Mountains Division of General Practice Incorporated
Brisbane North Division of General Practice Association Incorporated
Brisbane South Division of General Practice Association Inc
Canning Division of General Practice Limited
Capricornia Division of General Practice Ltd
Central Australian Division of Primary Health Care Inc
Central Bayside Division of General Practice Limited
Central Coast Division of General Practice Incorporated
Central Highlands Division of General Practice Ltd
Central Sydney Division of General Practice
Central West Gippsland Division of General Practice Inc.
Central Qld Rural Division of General Practice
Central Western Victoria Division of General Practice Incorporated
Central Wheatbelt Division of General Practice Incorporated
Dandenong District Division of Gen Practice Inc
Division of General Practice Fairfield Health Service Inc
Division of General Practice Northern Tasmania Inc (t/a GP North)
Dubbo/Plains Division of General Practice Ltd
East Gippsland Division of General Practice Ltd

Eastern Goldfields Medical Division of General Practice Ltd
Eastern Ranges GP Association
Eastern Sydney Division of General Practice Ltd
Eyre Peninsula Division of General Practice Incorporated
Far North Queensland Rural Division of General Practice Assn Inc
Flinders and Far North Division of General Practice Incorporated
Fremantle Regional Division of General Practice Ltd
General Practitioners Association of Geelong Limited
Genprac Limited (t/a Tweed Valley Division of General Practice)
Gold Coast Division of General Practice Ltd
Great Southern Division of General Practice Ltd
Greater Bunbury Div of Gen Practice
Hastings Macleay Division of General Practice Ltd
Hawkesbury Division of General Practice Limited
Hornsby Ku-ring-gai Ryde Division of General Practice Ltd
Hunter Rural Division of General Practice Limited
Hunter Urban Division of General Practice Limited
Illawarra Division of General Practice Limited
Inner Eastern Melbourne Division of General Practice Limited
Inner South East Melbourne Division of General Practice Limited (t/a Southcity GP Services)
Ipswich & West Moreton Division of General Practice
Kimberley Division of General Practice Ltd
Knox Division of General Practice Ltd
Limestone Coast Division of General Practice Incorporated
Liverpool Division of General Practice Limited
Logan Area Division of General Practice Ltd.
Macarthur Division of General Practice
Mackay Division of General Practice Limited
Manly Warringah Division of General Practice Ltd
Melbourne Division of General Practice Inc
Mid North Coast (NSW) Division of General Practice Ltd.
Mid North Rural SA Division of General Practice Incorporated
Mid West Division of General Practice Incorporated

Monash Division of General Practice (Clayton) Limited (t/a Greater South Eastern Division of General Practice)

Monash Division of General Practice (Moorabbin) Inc.

Mornington Peninsula Division of General Practice Limited

Murray Mallee Division of General Practice Incorporated

Murray-Plains Division of General Practice Inc

Murrumbidgee Division of General Practice Ltd

North and West Queensland Primary Health Care Assn Inc

North East Valley Division of General Practice Pty Ltd

North East Victorian Division of General Practice Pty Ltd

North West Melbourne Division of General Practice Limited

North West Slopes (NSW) Division of General Practice Ltd

North West Tasmania Division of General Practice

Northern Division of General Practice - Melbourne Ltd.

Northern Rivers Division of General Practice (NSW) Limited

NSW Central West Division of General Practice Limited

NSW Outback Division of General Practice Ltd

Osborne Division of General Practice Ltd

Otway Division of General Practice Association Incorporated

Peel/South West Division of General Practice Ltd

Perth and Hills Division of General Practice Limited

Perth Central Coastal Division of General Practice Limited

Pilbara Division of General Practice Ltd

Redcliffe - Bribie - Caboolture Division of General Practice Inc

Riverina Division of General Practice Incorporated

Riverland Division of General Practice Incorporated

Rockingham Kwinana Division of General Practice Ltd

S.G.G.P Ltd (t/a South Gippsland Division of General Practice)

Shoalhaven Division of General Practice Inc

South East NSW Division of General Practice Ltd

South Eastern Sydney Division of General Practice Limited

Southern Division of General Practice Incorporated

Southern Highlands Division of General Practice Inc

Southern Queensland Rural Division of General Practice Association Incorporated

St George District Division of General Practice Inc
Sunshine Coast Division of General Practice Ass Inc
Sutherland Division of General Practice Incorporated
The Barossa Division of General Practice Incorporated
The Bendigo & District Division of General Practice Inc.
The Border G.P. Division Pty Ltd
The Cairns Division of General Practice Limited
The Canterbury Division of General Practice Limited
The Division of General Practice (Tasmanian-Southern Region) Inc
The Goulburn Valley Division of General Practice Ltd
The Mallee Division of General Practice Limited
The Nepean Division of General Practice Incorporated
The New England Division of General Practice Ltd
The Northern Sydney Division of General Practice Incorporated
The Western Sydney Division of General Practice Incorporated
Toowoomba and District Division of General Practice Limited
Top End Division of General Practice Inc
Townsville Division of General Practice Limited
Western Melbourne Division of General Practice Limited
Westgate Division of General Practice Limited
Whitehorse Division of General Practice Inc
Wide Bay Division of General Practice Association Inc
Yorke Peninsula Division of General Practice Incorporated

Schedule 2 - Member SBOs

ACT Division of General Practice Ltd

Alliance of NSW Divisions Limited

General Practice Divisions Northern Territory Incorporated

General Practice Divisions - Victoria Limited

General Practice Divisions of Western Australia Ltd

Queensland Divisions of General Practice Association (Inc)

S.A. Divisions of General Practice Incorporated

Tasmanian General Practice Divisions Ltd