

Bayside General Practice Network Limited

ABN 21 063 094 879

CONSTITUTION

PART 1 – CONTENTS

1. Contents

The contents of this constitution are:

PART 1 – CONTENTS

1. Contents

PART 2 – NAME, OBJECT AND POWERS

2. Name
3. Object
4. Legal Capacity and Powers
5. Not For Profit

PART 3 – MEMBERSHIP

6. Categories
7. Eligibility
8. Applications
9. Approval
10. Subscriptions
11. Rights and Obligations
12. Liability
13. Discipline
14. Resignation
15. Cessation
16. Register of Members
17. Grievance Procedure

PART 4 – GENERAL MEETINGS

18. Annual General Meeting
19. Special General Meetings
20. Notice
21. Proxies
22. Representatives
23. Use of Technology
24. Quorum
25. Chairing
26. Attendance
27. Voting
28. Poll

PART 5 – DIRECTORS

29. Number and Type
30. Election
31. Co-option
32. Term of Office
33. Notification to ASIC
34. Duties

35. Remuneration
36. Indemnity

PART 6 – OFFICE-BEARERS

37. Positions
38. Election
39. Term of Office
40. Secretary

PART 7 – THE BOARD

41. Membership
42. Responsibility and Powers
43. Regulations
44. Public Statements

PART 8 – MEETINGS OF THE BOARD

45. Convening
46. Notice
47. Use of Technology
48. Quorum
49. Chairing
50. Voting
51. Disclosure of Interest
52. Resolutions without Meeting

PART 9 – FINANCIAL AND LEGAL

53. Sources of Funds
54. Financial Year
55. Accounts
56. Auditor
57. Payments
58. Common Seal
59. Minutes
60. Records
61. Amendment
62. Winding Up
63. Notices
64. Replaceable Rules
65. Interpretation
66. Transitional

PART 10 – INDEX

67. Index

PART 2 – NAME, OBJECT AND POWERS

2. Name

The name of the company is “Bayside General Practice Network Limited”.

3. Object

The object of the company is to improve patient care and health, primarily in the Central Bayside area of Melbourne, by:

- (a) improving communication between general practitioners and other areas of the health care system;
- (b) more effectively integrating general practice with other elements of the health care system;
- (c) enabling general practitioners to contribute to health planning;
- (d) providing better access to available and appropriate general practitioner services for patients, and reducing inappropriate duplication of services;
- (e) meeting the special (and localised) health needs of groups (such as Aboriginal and Torres Strait Islanders and those with non-English speaking backgrounds) and people with chronic conditions, particularly where these needs are not adequately addressed by the current health care system;
- (f) advancing general practice, and the health and well-being of general practitioners;
- (g) enhancing educational and professional development opportunities for general practitioners and undergraduates;
- (h) increasing general practitioner focus on illness prevention and health promotion; and
- (i) improving the effectiveness and efficiency of health services at the local level.

4. Legal Capacity and Powers

4.1 The company has:

- (a) the legal capacity and powers of an individual, and
- (b) all the powers of an incorporated body,

as provided by section 124 of the Corporations Act.

4.2 The company may only exercise its powers for its object.

5. Not For Profit

5.1 The company may only use its income, assets and profit for its object.

5.2 The company must not distribute any of its profit, income or assets directly or indirectly to its members.

5.3 Clause 5.2 does not prevent the company from paying its members (including its directors):

- (a) reimbursement for expenses properly incurred by them, and
- (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

PART 3 – MEMBERSHIP

6. Categories

The company has 2 categories of members:

- (a) primary members, and
- (b) associate members.

7. Eligibility

7.1 General practitioners who:

- (a) practise in the Central Bayside area; and
 - (b) support the object of the company;
- are eligible to be primary members.

7.2 Any person who supports the object of the company is eligible to be an associate member.

7.3 In clause 7.2 “person” includes an individual, incorporated body or unincorporated body, and part of an incorporated or unincorporated body, subject to clause 7.4.

7.4 An unincorporated body, or part of an incorporated or unincorporated body may only become an associate member by nominating an individual or incorporated body to be an associate member on its behalf.

7.5 In this constitution, unless the contrary intention appears, “associate member” includes an unincorporated body, or part of an incorporated or unincorporated body represented by an associate member in accordance with clause 7.4.

8. Applications

Applications for membership must:

- (a) be in writing in the form prescribed by the Board by regulation;
- (b) state that the applicant:
 - (i) wishes to become a member of the company;
 - (ii) supports the object of the company;
 - (iii) agrees to comply with the constitution and regulations of the company; and
 - (iv) undertakes to contribute up to \$10 to the company’s property, if the company is wound up;
- (c) be signed by the applicant;
- (d) be accompanied by the subscription (if any); and
- (e) be sent or given to the Secretary.

9. Approval

- 9.1 The Board must approve or reject the application at its next meeting after the Secretary has received it.
- 9.2 The Board may only accept applications by resolution passed by an absolute majority.
- 9.3 The Board must without delay notify the applicant whether the application has been approved or rejected.
- 9.4 If the Board accepts the application:
 - (a) the applicant becomes a member from the date of the Board meeting; and
 - (b) the name and address of the new member, and the date of becoming a member must be entered without delay in the register of members.
- 9.5 If the Board rejects the application, it must return any subscription to the applicant.

10. Subscriptions

- 10.1 The Board may by regulation set a membership subscription.
- 10.2 The amount of any subscription and the date for payment may vary according to criteria set by the Board in the regulation, including the category of membership.
- 10.3 If a subscription has been set, all rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

11. Rights and Obligations

- 11.1 Only primary members are entitled:
 - (a) to vote at general meetings; and
 - (b) to elect directors.
- 11.2 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 15.
- 11.3 By joining the company and remaining members, members agree to support the object of the company.
- 11.4 Members must at all times comply with the constitution and regulations.
- 11.5 This constitution is an enforceable contract between the company and each member as provided by section 140 of the Corporations Act.

12. Liability

- 12.1 The liability of members is limited to the amount specified in clause 12.2.
- 12.2 If the company is wound up, each member undertakes to contribute up to \$10 to the company’s property.
- 12.3 In clause 12.2 “member” includes a former member who was a member at any time during the year ending on the day of the commencement of the winding up, subject to clause 12.4.
- 12.4 Former members need not contribute in respect of a debt or liability of the company contracted after they ceased to be a member.

13. Discipline

- 13.1 The Board may by resolution passed by an absolute majority discipline a member for:

- (a) failing to comply with the constitution or regulations; or
 - (b) causing a detriment to the company.
- 13.2 The Board must not pass a resolution under clause 13.1 unless the member has been:
- (a) informed of what it is alleged the member has done; and
 - (b) given a reasonable opportunity to be heard.
- 13.3 The penalties that may be imposed by the Board are:
- (a) admonishment,
 - (b) reprimand,
 - (c) fine,
 - (d) suspension,
 - (e) expulsion, and
 - (f) any other penalty that the Board thinks appropriate.
- 13.4 A member who:
- (a) is suspended under this clause; and
 - (b) is a director;
- is also suspended as a director.

14. Resignation

- 14.1 Members may resign by writing to the Secretary.
- 14.2 Members whose subscriptions are more than 1 year in arrears are taken to have resigned.

15. Cessation

- 15.1 Members cease to be members:
- (a) on resignation, expulsion or ceasing to have legal capacity; and
 - (b) in the case of associate members nominated on behalf of an unincorporated body, or part of an incorporated or unincorporated body under clause 7.4 who are not members in their own right – when another associate member is nominated.
- 15.2 If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.

16. Register of Members

The Board must ensure that a register of members is kept as required by section 169 of the Corporations Act in which are entered:

- (a) the name of each member,
- (b) the address for notices last given by the member,
- (c) the date of becoming a member, and
- (d) in the case of former members – the date of ceasing to be a member.

17. Grievance Procedure

- 17.1 The grievance procedure set out in this clause applies to disputes under this constitution between:
- (a) a member and another member, and
 - (b) a member and the Board or the company.
- 17.2 The parties must first attempt to resolve the dispute themselves.
- 17.3 If the parties are unable to resolve the dispute, the Board must appoint a mediator.
- 17.4 The mediator:
- (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party;
 - (c) may be a member or former member; and
 - (d) if possible, must be appointed with the agreement of all parties.
- 17.5 The mediator must conduct a hearing at which each party is given a reasonable opportunity to be heard.
- 17.6 The mediator may during, and must at the end of, the hearing attempt to resolve the dispute by agreement between the parties.
- 17.7 If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under this constitution of the parties and any other members.
- 17.8 A determination of a mediator under clause 17.7 is binding on the parties and all members.
- 17.9 A party may appoint another person to act on its behalf in the grievance procedure.

PART 4 – GENERAL MEETINGS

18. Annual General Meeting

- 18.1 The Board must convene an annual general meeting to be held:
- (a) at least once in each calendar year, and
 - (b) within 5 months after the end of the company's financial year,
- as required by section 250N of the Corporations Act.
- 18.2 The Board must send members copies of the reports referred to in clause 18.3 with the notice of the annual general meeting so as to comply with sections 314 and 315 of the Corporations Act.
- 18.3 The Board must lay before the annual general meeting the annual financial report, directors' report and auditor's report for the last financial year as required by section 317 of the Corporations Act.
- 18.4 The ordinary business of the annual general meeting is:
- (a) to verify the minutes of:
 - (i) the last annual general meeting, and
 - (ii) any special general meetings since the last annual general meeting;
 - (b) to consider the annual financial report, directors' report and auditor's report (including questions and comments from members on the management of the company); and
 - (c) to elect 3 directors in accordance with clause 30.
- 18.5 The annual general meeting may only consider other business of which notice has been given in accordance with clause 20.2(c).

19. Special General Meetings

- 19.1 The Board may convene a special general meeting.
- 19.2 The Board must convene a special general meeting if requested by primary members in accordance with section 249D of the Corporations Act.
- 19.3 Primary members may themselves convene a special general meeting in accordance with section 249F of the Corporations Act.

- 19.4 Special general meetings may only consider business of which notice has been given in accordance with clause 20.2(c).

20. Notice

- 20.1 At least 21 days notice in writing of general meetings must be given to:
- (a) each member (including each director), and
 - (b) the company's auditor.
- 20.2 The notice must state:
- (a) the date, time and place (or places) of the meeting,
 - (b) if the meeting is to be held at more than 1 place – the technology that will be used,
 - (c) the general nature of each item of business to be considered, and
 - (d) if a special resolution is to be proposed:
 - (i) the proposed resolution, and
 - (ii) that it is intended that the resolution be proposed as a special resolution,
- as required by section 249L of the Corporations Act.
- 20.3 The notice must include under clause 20.2(c) any business that any primary member has requested in writing be considered.
- 20.4 The notice must also include:
- (a) a statement that:
 - (i) primary members have the right to appoint a proxy to attend, speak and vote instead of the member in accordance with clause 21, and
 - (ii) proxies must be primary members, as required by section 249L(d) of the Corporations Act,
 - (b) a statement that associate members that are incorporated bodies may appoint a representative to attend on their behalf in accordance with clause 22, and
 - (c) a copy of clauses 21 and 22.
- 20.5 The notice may (but need not) include forms of appointment for the purposes of clauses 20.4, 21 and 22.
- 20.6 If a general meeting is adjourned for 1 month or more, new notice of the resumed meeting must be given.

20.7 Despite clause 20.1, the accidental omission to give notice of the meeting to a person entitled to notice, or the non-receipt of notice of the meeting by a person entitled to notice does not invalidate the meeting, except as provided by section 1322(3) of the Corporations Act.

21. Proxies

21.1 Primary members may only appoint other primary members as proxies.

21.2 Appointments of proxies must be:

- (a) in writing, naming the primary member (or primary members, in order) appointed;
- (b) signed by the primary member making the appointment; and
- (c) given to the chair of the meeting before or at the commencement of the meeting.

21.3 Appointments of proxies are valid if they contain the information required by clause 21.2, despite section 250A(1) of the Corporations Act.

22. Representatives

22.1 Associate members that are incorporated bodies may appoint individuals to represent them at general meetings as provided by section 250D of the Corporations Act.

22.2 Appointments of representatives must be:

- (a) in writing, naming the individual (or individuals, in order) appointed;
- (b) sealed by, or signed on behalf of, the associate member making the appointment; and
- (c) given to the chair of the meeting before or at the commencement of the meeting.

22.3 Representatives may exercise all the rights of associate members under this Part.

23. Use of Technology

General meetings may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

24. Quorum

24.1 The quorum for consideration of:

- (a) the ordinary business of the annual general meeting, and
- (b) any special resolution moved on behalf of the Board by resolution of the Board passed by an absolute majority,

is the presence in person or by proxy of at least 10% of primary members entitled to vote.

24.2 The quorum for the consideration of all other business at general meetings is the presence in person or by proxy of at least 25% of primary members entitled to vote.

24.3 If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

25. Chairing

25.1 The Chair is entitled to chair general meetings.

25.2 If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.

25.3 If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the meeting must elect another primary member to chair.

25.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

26. Attendance

26.1 All members may attend general meetings, including associate members.

26.2 Associate members may only speak at general meetings by invitation of the meeting.

27. Voting

27.1 Only primary members are entitled to vote at general meetings.

27.2 Primary members whose membership rights have been suspended under clause 10.3 or 13.1 are not entitled to vote.

27.3 Each primary member has 1 vote.

27.4 Primary members may vote in person or by proxy.

27.5 Unless a poll is demanded, voting is by show of hands.

27.6 On a show of hands, primary members who have been appointed as proxies may only cast

their votes as primary members, and not their votes as proxies.

27.7 If an equal number of votes are cast for and against a proposed resolution or amendment, the chair of the meeting must declare the proposed resolution or amendment lost.

27.8 A challenge to a right to vote:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair of the meeting, whose decision is final.

27.9 Section 250J(1A) of the Corporations Act does not apply to the company.

28. Poll

28.1 Any primary member present and entitled to vote (including the chair of the meeting) may demand a poll on any resolution, other than a resolution concerning:

- (a) the election of the chair of the meeting, or
- (b) the adjournment of the meeting.

28.2 The poll may be demanded:

- (a) before a vote is taken,
- (b) before the voting results on a show of hands are declared, or
- (c) immediately after the voting results on a show of hands are declared.

28.3 The poll must be taken when and in the manner the chair of the meeting directs.

28.4 On a poll, primary members who have been appointed as proxies:

- (a) need not cast any or all of their votes as proxies, unless they are the chair of the meeting;
- (b) may cast their votes in different ways; and
- (c) if:
 - (i) they do cast votes as proxies; and
 - (ii) the appointment of proxy specifies the way the proxy is to vote on a proposed resolution;must vote that way.

28.5 A demand for a poll may be withdrawn.

PART 5 – DIRECTORS

29. Number and Type

29.1 The company has:

- (a) 7/8 elected directors, and
- (b) up to 2 co-opted directors.

29.2 The company does not have:

- (a) alternate directors, or
- (b) a managing director.

30. Election

30.1 Each annual general meeting must elect 3 directors.

30.2 Only primary members entitled to vote at the annual general meeting are eligible to be elected as directors.

30.3 Nominations must be:

- (a) signed by:
 - (i) the candidate, and
 - (ii) the nominator and seconder, both of whom must be primary members entitled to vote at the annual general meeting; and
- (b) received by the Secretary no later than 4.00 p.m. 7 days before the annual general meeting.

30.4 For the purpose of clause 30.3(b) the original nomination must be received, not a faxed copy.

30.5 Nominations may be accompanied by a statement of up to 100 words setting out the qualifications of the candidate.

30.6 If 3 or less nominations are received, the chair of the meeting must declare those candidates elected.

30.7 If more than 3 nominations are received, an election must be held:

- (a) The chair of the meeting must appoint a returning officer;
- (b) A secret ballot must be conducted;
- (c) Each primary member entitled to vote and present at the meeting in person or by proxy must be given a ballot paper with the names of the candidates listed in an order decided by lot;

- (d) Voters must cross off the names of those candidates they do not wish to vote for, leaving the names of those candidates they do wish to vote for;
- (e) Voters must cross off sufficient names so that the number of candidates whose names have not been crossed off is 3 or less;
- (f) Ballot papers that do not comply with clause 30.7(e) are informal;
- (g) Each formal ballot paper where the name of a candidate has not been crossed off counts as 1 vote for that candidate;
- (h) The returning officer must declare elected the 3 candidates who receive the most votes, subject to clause 30.7(i); and
- (i) If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates must be elected, the returning officer must decide by lot which is to be elected.

31. Co-option

31.1 The Board may:

- (a) at its first meeting after each annual general meeting, or
 - (b) at any subsequent meeting,
- co-opt 1 additional director.

31.2 Only individuals who:

- (a) are (or agree to become) associate members, and
 - (b) are not general practitioners,
- are eligible to be co-opted as a director.

31.3 Before co-opting a director, the Board may call for expressions of interest, by advertisement or otherwise.

32. Term of Office

32.1 Elected directors hold office:

- (a) from the end of the annual general meeting at which they are elected,
 - (b) until the end of the third annual general meeting after they were elected,
- subject to clauses 32.3–32.6.

32.2 Co-opted directors hold office:

- (a) from the time they were co-opted,

- (b) until the end of the annual general meeting after they were co-opted,
- subject to clauses 32.3–32.6.

32.3 Directors may be re-elected and co-opted again.

32.4 Directors may resign by writing to the Secretary.

32.5 Directors cease to hold office if they:

- (a) cease to be a member;
- (b) fail to attend 3 consecutive meetings of the Board without leave of absence from the Board;
- (c) receive any payment from the company otherwise than in accordance with this constitution;
- (d) turn 72; or
- (e) become disqualified under Part 2D.6 of the Corporations Act, subject to sections 206F(5) and 206G of the Corporations Act.

32.6 Directors may be removed by general meeting in accordance with section 203D of the Corporations Act. The resulting vacancy may be filled at the general meeting.

32.7 The Board may fill vacancies in directors, including where:

- (a) insufficient nominations are received under clause 30, and
- (b) a vacancy under clause 32.6 is not filled at the general meeting,

for the remainder of the term of office.

32.8 The Board may continue to act despite any vacancy in directors.

32.9 Even if it is later found that a person who has acted as a director was not properly elected, co-opted or appointed, the validity of:

- (a) the acts of that person as a director, and
- (b) decisions of meetings of the Board in which that person has participated;

is not affected.

33. Notification to ASIC

The company must notify ASIC of any change in its directors or Secretary as required by section 205B of the Corporations Act.

34. Duties

Each director has the duties prescribed by the Corporations Act, including under Part 2D.1 those of:

- (a) reasonable care and diligence,
- (b) good faith and proper purpose,
- (c) proper use of position, and
- (d) proper use of information.

35. Remuneration

The Board may by regulation set reasonable remuneration to be paid to directors (including reimbursement for expenses), subject to section 211 of the Corporations Act.

36. Indemnity

The company indemnifies its directors and Secretary against any liability incurred in that capacity (other than to the company or a related body corporate), unless the liability arises out of conduct involving a lack of good faith.

PART 6 – OFFICE-BEARERS

37. Positions

37.1 The office-bearers of the company are:

- (a) Chair,
- (b) Deputy Chair, and
- (c) Secretary,

subject to clause 37.2.

37.2 The Board may by regulation establish other office-bearer positions.

38. Election

38.1 The Board must at its first meeting after the annual general meeting each year elect the office-bearers (other than the Secretary) from among the directors.

38.2 Office-bearers may be re-elected, but not for more than 4 consecutive terms (including filling a vacancy for part of a term) in the same position.

39. Term of Office

39.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 39.2–39.4.

39.2 Office-bearers may resign by writing to the Secretary.

39.3 Office-bearers who cease to be directors, other than by the expiry of their term of office, cease to be office-bearers.

39.4 Office-bearers may be removed by resolution passed by an absolute majority of the Board.

39.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

39.6 This clause does not apply to the Secretary.

40. Secretary

40.1 The Board must appoint a Secretary of the company in accordance with Part 2D.4 of the Corporations Act.

40.2 Unless the Board otherwise resolves, the Chief Executive Officer of the company is to be appointed Secretary.

40.3 If there is a vacancy in the position of Secretary, or the Secretary is on leave or otherwise unable to act, the Board must appoint an employee of the company or director to act as Secretary.

PART 7 – THE BOARD

41. Membership

The members of the Board are the directors of the company.

42. Responsibility and Powers

42.1 The Board is responsible for the management of the company, subject to clause 42.4.

42.2 The Board may exercise all powers of the company on its behalf.

42.3 Without limiting clause 42.2, the Board may:

- (a) establish committees with such membership and terms of reference as it thinks appropriate; and
- (b) delegate its powers as it thinks appropriate.

42.4 A general meeting may by resolution direct the Board on any matter within its powers.

43. Regulations

- 43.1 The Board may by resolution passed by an absolute majority make regulations to give effect to this constitution.
- 43.2 Members must at all times comply with the regulations as if they formed part of this constitution.

44. Public Statements

- 44.1 The Board may by regulation or resolution authorise an office-bearer, director or employee to make public statements on behalf of the company.
- 44.2 No person may make any public statement on behalf of the company unless authorised by the Board.

PART 8 – MEETINGS OF THE BOARD

45. Convening

- 45.1 The Secretary, Chair or any 3 directors may convene a meeting of the Board.
- 45.2 Ordinary meetings of the Board must be held at least 6 times each year.
- 45.3 At its first meeting after the annual general meeting each year the Board must by resolution set the dates, times and places of ordinary meetings of the Board until the next annual general meeting.
- 45.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

46. Notice

- 46.1 Each director must be given at least 7 days notice in writing of meetings of the Board, subject to clause 46.4.
- 46.2 Notice may be given of more than 1 ordinary meeting of the Board at the same time.
- 46.3 The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.
- 46.4 In cases of urgency a meeting may be held without the notice required by clause 46.1, provided that:
 - (a) as much notice as practicable is given to each director by the quickest practicable means; and

- (b) no resolution is passed except by an absolute majority.

47. Use of Technology

- 47.1 Meetings of the Board may be held at more than 1 place, provided that the technology used enables each director present at all places the meeting is held to clearly and simultaneously communicate with every other such director.
- 47.2 Without limiting clauses 46.4(a) and 47.1, meetings of the Board may be convened and held by telephone.
- 47.3 By becoming and remaining a director, all directors are taken to consent to clause 47.2.

48. Quorum

The quorum for meetings of the Board is the presence in person of at least 5 directors.

49. Chairing

- 49.1 The Chair is entitled to chair meetings of the Board.
- 49.2 If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.
- 49.3 If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the Board must elect another director to chair.
- 49.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

50. Voting

- 50.1 Each director present at a meeting of the Board has 1 vote.
- 50.2 There is no voting by proxy.
- 50.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

51. Disclosure of Interest

- 51.1 Each director who has a material personal interest in a matter that relates to the affairs of the company must as soon as practicable after becoming aware of the interest give the other directors notice of the interest at a meeting of the Board, unless otherwise provided by section 191(2) of the Corporations Act.

51.2 The notice required by clause 51.1 must include details of:

- (a) the nature and extent of the interest, and
- (b) the relation of the interest to the affairs of the company;

and these details must be recorded in the minutes of the meeting.

51.3 Each director who has a material personal interest in a matter that is being considered at a meeting of the Board:

- (a) must not be present while the matter is being considered; and
- (b) must not vote on the matter;

except as provided by section 195 of the Corporations Act.

52. Resolutions without Meeting

A resolution set out in a document (or documents) signed by all directors entitled to vote stating that they are in favour has the same effect as a resolution passed at a meeting of the Board.

PART 9 – FINANCIAL AND LEGAL

53. Sources of Funds

The funds of the company may be derived from grants, fund-raising activities, subscriptions, interest and any other sources approved by the Board.

54. Financial Year

The financial year of the company is from 1 July to 30 June, unless the Board otherwise determines under section 323D of the Corporations Act.

55. Accounts

55.1 The company must keep written financial records that:

- (a) correctly record and explain its transactions, and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited;

as required by section 286 of the Corporations Act.

55.2 The company must maintain for its objects a fund (Gift Fund):

- (a) to which gifts of money or property for those objects are to be made;
- (b) to which any money received by the company because of those gifts is to be credited; and
- (c) that does not receive any other money or property.

55.3 The company must use the following only for its objects;

- (a) gifts made to the Gift Fund; and
- (b) any money received because of those gifts.

55.4 If the Gift Fund is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

56. Auditor

The Board or a general meeting must fill any vacancy in auditor within 1 month as required by section 327 of the Corporations Act.

57. Payments

57.1 All payments must be:

- (a) specifically authorised by the signatures of, and
- (b) in the case of cheques – signed by, at least 2 persons who are:
- (c) either directors or employees of the company; and
- (d) nominated by the Board by regulation or resolution.

57.2 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 57.1.

57.3 Signatories must not sign cheques until the payee and amount have been written in.

58. **Common Seal** (*clause deleted Oct 2007*)

59. Minutes

The Board must ensure that:

Comment [m1]: Amendment inserted 17/11/03 due to resolution being carried at the 2003 AGM.

- (a) minutes are taken and kept of all general meetings, meetings of the Board and resolutions without a meeting; and
 - (b) in the case of minutes of meetings – the minutes are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting; or
 - (c) in the case of minutes of resolutions without a meeting – the minutes are signed by a director within a reasonable time after the resolution is passed;
- as required by section 251A of the Corporations Act.

60. Records

- 60.1 The Board must provide for the safe keeping of the records of the company.
- 60.2 Directors and primary members may inspect the records of the company at any reasonable time, subject to clause 60.3.
- 60.3 Directors and primary members may not inspect the records of the company that relate to personal, employment, contractual and legal matters that are confidential in nature, except by resolution of the Board.
- 60.4 The Board must ensure that copies of the constitution and regulations are freely available to members and applicants for membership.

61. Amendment

- 61.1 This constitution may only be amended by special resolution as provided by section 136(2) of the Corporations Act.
- 61.2 Within 14 days after passing a special resolution to amend this constitution, the company must lodge with ASIC copies of:
 - (a) the special resolution, and
 - (b) the amendment,as required by section 136(5) of the Corporations Act.

62. Winding Up

- 62.1 If the company is wound up, its remaining assets must not be distributed to any member.
- 62.2 Instead the remaining assets must be given to a body, trust or fund that:
 - (a) has a similar object to the company; and

- (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution.

63. Notices

- 63.1 Members (including directors) must give the company their address for notices, and any change in that address.
- 63.2 The address for notices may include a fax number and an email address.
- 63.3 The company must enter any change in the address of a member in the register of members.
- 63.4 Notice may be given to a member (including in their capacity as a director) by sending it to the address last given by the member.
- 63.5 In this constitution a period of notice of a meeting expressed in days:
 - (a) includes the day on which notice is given; but
 - (b) does not include the day on which the meeting is held.
- 63.6 Notices sent by prepaid post are taken to have been given on the second business day after posting.
- 63.7 Notices sent by fax or email are taken to have been given on the business day after sending.

64. Replaceable Rules

- 64.1 In this clause “replaceable rules” means those provisions of the Corporations Act that under section 135 of the Corporations Act may be applied to the company as replaceable rules.
- 64.2 The replaceable rules apply to the company, subject to clause 64.3.
- 64.3 The following replaceable rules are displaced by this constitution:
 - (a) section 198A by clause 42;
 - (b) section 198B by clause 57;
 - (c) section 198C by clause 29.2(b);
 - (d) section 201G by clauses 30 and 32.6;
 - (e) section 201H by clauses 30, 32.6 and 32.7;
 - (f) section 201J by clause 29.2(b);
 - (g) section 201K by clause 29.2(a);

- (h) section 202A by clause 35;
- (i) section 203A by clause 32.4;
- (j) section 203F by clause 29.2(b);
- (k) section 247D by clause 60;
- (l) section 248C by clause 45.1;
- (m) section 248E by clauses 49.1–49.3;
- (n) section 248F by clause 48;
- (o) section 248G(2) by clause 49.4;
- (p) section 249C by clause 19.1;
- (q) section 249J(4) by clauses 63.5 and 63.6;
- (r) section 249T by clause 24;
- (s) sections 249U(1)–(3) by clauses 25.1–25.3;
- (t) section 250E(3) by clause 25.4; and
- (u) section 250J(1A) by clause 27.9.

65. Interpretation

- 65.1 In this constitution, unless the contrary intention appears:
- (a) “absolute majority” means a majority of the votes of all directors entitled to vote at the time, whether or not those directors are present, and whether or not they vote;
 - (b) “ASIC” means the Australian Securities and Investments Commission;
 - (c) “associate member” has the extended meanings given in clauses 7.5 and 22.3;
 - (d) “Central Bayside area” means postcode areas 3172, 3186–3188 and 3190–3196;
 - (e) “the company” means the company named in clause 2;
 - (f) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
 - (g) “general practitioner” means a medical practitioner who provides primary, continuing and comprehensive whole-patient care to individuals, families and their community, and “general practice” has a corresponding meaning;
 - (h) “medical practitioner” means a registered medical practitioner under the Victorian *Medical Practice Act 1994*;
 - (i) “member” includes both primary and associate members;

- (j) “regulations” means regulations of the company made under clause 43, and “regulation” has a corresponding meaning; and
- (k) “special resolution” means a resolution at a general meeting:
 - (i) of which notice has been given in accordance with clause 20.2(d); and
 - (ii) that is passed by at least 75% of the votes cast (in person or by proxy) by members entitled to vote on the resolution;in accordance with sections 9 and 249L(c) of the Corporations Act.

- 65.2 Where this constitution requires a document to be signed, in the case of an incorporated body the document must be either sealed, or signed on its behalf.
- 65.3 The headings form part of this constitution.
- 65.4 This constitution is to be interpreted in accordance with the Corporations Act, except as otherwise provided in this clause.
- 65.5 The Board is responsible for the interpretation of the constitution and regulations.

66. Transitional

- 66.1 In this clause “1999 AGM”, “2000 AGM” and “2001 AGM” mean the annual general meetings held in those years.
- 66.2 At the end of the 2001 AGM:
- (a) all directors in office go out of office, subject to clauses 66.2(b)–66.2(d);
 - (b) [*insert name 1*], [*insert name 2*] and [*insert name 3*] are taken:
 - (i) to have been elected as directors under clause 30 at the 1999 AGM; and
 - (ii) to have remained in office since that meeting;
 - (c) [*insert name 4*], [*insert name 5*] and [*insert name 6*] are taken:
 - (i) to have been elected as directors under clause 30 at the 2000 AGM; and
 - (ii) to have remained in office since that meeting; and

- (d) [insert name 7], [insert name 8] and [insert name 9] are taken:
 - (i) to have been elected as directors under clause 30 at the 2001 AGM; and
 - (ii) to have remained in office since that meeting.

PART 10 – INDEX

67. Index

“absolute majority” cl.65.1(a) p.13
 Accounts cl.55 p.11
 Amendment of Constitution cl.61 p.12
 Annual General Meeting cl.18 p.5
 Applications for Membership cl.8 p.3
 Approval of Membership cl.9 p.3
 “ASIC” cl.65.1(b) p.13
 “associate member” cl.65.1(c) p.13
 Attendance at General Meetings cl.26 p.6
 Auditor cl.56 p.11
 the Board
 Membership cl.41 p.9
 Public Statements cl.44 p.10
 Regulations cl.43 p.10
 Responsibility and Powers cl.42 p.9
 see also Directors, Meetings of the Board
 Categories of Membership cl.6 p.2
 “Central Bayside area” cl.65.1(d) p.13
 Cessation of Membership cl.15 p.4
 Chair cl.37.1(a) p.9
 " cl.25.1 p.6
 " cl.45.1 p.10
 " cl.49.1 p.10
 Chairing
 of General Meetings cl.25 p.6
 of Meetings of the Board cl.49 p.10
 Cheques *see* Payments
 Common Seal cl.58 p.11
 “the company” cl.65.1(e) p.13
 the Company
 Definition cl.65.1(e) p.13
 Distribution of Profit, etc cl.5.2 p.2
 " cl.62.1 p.12
 Legal Capacity cl.4.1(a) p.2
 Name cl.2 p.2
 Not For Profit cl.5 p.2
 Object cl.3 p.2
 Powers cl.4 p.2
 Contents of Constitution cl.1 p.1
 “convene” cl.65.1(f) p.13
 Convening
 of Annual General Meeting cl.18 p.5
 of Meetings of the Board cl.45 p.10
 of Special General Meetings cl.19 p.5
 Co-option of Director cl.31 p.8
 Definitions
 “absolute majority” cl.65.1(a) p.13
 “ASIC” cl.65.1(b) p.13

“associate member” cl.65.1(c) p.13
 “Central Bayside area” cl.65.1(d) p.13
 “the company” cl.65.1(e) p.13
 “convene” cl.65.1(f) p.13
 “general practitioner” cl.65.1(g) p.13
 “medical practitioner” cl.65.1(h) p.13
 “member” cl.65.1(i) p.13
 Definitions *contd*
 “the regulations”, “regulation” cl.65.1(j) p.13
 “special resolution” cl.65.1(k) p.13
 Deputy Chair cl.37.1(b) p.9
 " cl.25.2 p.6
 " cl.49.2 p.10
 Directors
 Co-option cl.31 p.8
 Duties cl.34 p.9
 Election cl.30 p.7
 Indemnity cl.36 p.9
 Notification to ASIC cl.33 p.8
 Number and Type cl.29 p.7
 Payments to cl.35 p.9
 Remuneration cl.35 p.9
 Term of Office cl.32 p.8
 Transitional cl.66 p.13
 see also the Board, Meetings of the Board
 Disciplining of Members cl.13 p.3
 Disclosure of Interest cl.51 p.10
 Distribution of Profit, etc cl.5.2 p.2
 " cl.62.1 p.12
 Duties of Directors cl.34 p.9
 Election
 of Directors cl.30 p.7
 of Office-Bearers cl.38 p.9
 Eligibility for Membership cl.7 p.2
 Expulsion of Members cl.13 p.3
 Financial
 Accounts cl.55 p.11
 Auditor cl.56 p.11
 Distribution of Profit, etc cl.5.2 p.2
 " cl.62.1 p.12
 Financial Year cl.54 p.11
 Gift Fund cl.55.2 p.11
 Not For Profit cl.5 p.2
 Payments cl.57 p.11
 to Directors cl.35 p.9
 to Members cl.5 p.2
 Records cl.60 p.12
 Sources of Funds cl.53 p.11
 Financial Records *see* Accounts, *see also* Records
 Financial Year cl.54 p.11
 General Meetings
 Annual General Meeting cl.18 p.5
 Attendance cl.26 p.6
 Chairing cl.25 p.6
 Minutes cl.59 p.11
 Notice cl.20 p.5
 Poll cl.28 p.7
 Proxies cl.21 p.6
 Quorum cl.24 p.6
 Representatives cl.22 p.6
 Special General Meetings cl.19 p.5

Use of Technology	cl.23	p.6	Indemnity	cl.36.....	p.9
Voting.....	cl.27	p.6	Positions.....	cl.37.....	p.9
“general practitioner”.....	cl.65.1(g).....	p.13	Term of Office	cl.39.....	p.9
Grievance Procedure.....	cl.17	p.4	<i>see also</i> Chair, Deputy Chair & Secretary		
Indemnity	cl.36	p.9	Payments	cl.57.....	p.11
Index	cl.67	p.14	to Directors	cl.35.....	p.9
Interpretation.....	cl.64	p.12	to Members	cl.5.....	p.2
Legal			Poll at General Meetings	cl.28.....	p.7
Amendment of Constitution	cl.61	p.12	Powers		
Common Seal	cl.58	p.11	of the Board	cl.42.2,42.3..	p.9
Legal <i>contd</i>			of the Company.....	cl.4.....	p.2
Interpretation.....	cl.64	p.12	Proxies		
Minutes.....	cl.59	p.11	at General Meetings	cl.21.....	p.6
Notices.....	cl.63	p.12	at Meetings of the Board.....	cl.50.2.....	p.10
Records.....	cl.60	p.12	Public Statements	cl.44.....	p.10
Replaceable Rules	cl.64	p.12	Quorum		
Winding Up.....	cl.62	p.12	for General Meetings	cl.24.....	p.6
<i>see also</i> the Company, “special resolution”			for Meetings of the Board.....	cl.48.....	p.10
Legal Capacity of the Company.....	cl.4.1(a).....	p.2	Records.....	cl.60.....	p.12
Liability of Members	cl.12.....	p.3	<i>see also</i> Accounts		
“medical practitioner”	cl.65.1(h).....	p.13	Register of Members	cl.16.....	p.4
Meetings of the Board			"	cl.9.4(b).....	p.3
Chairing.....	cl.49	p.10	"	cl.15.1.....	p.4
Convening	cl.45	p.10	"	cl.63.3.....	p.12
Disclosure of Interest.....	cl.51.....	p.10	“the regulations”, “regulation”	cl.65.1(j).....	p.13
Minutes.....	cl.59	p.11	Regulations.....	cl.43.....	p.10
Notice.....	cl.46	p.10	Removal		
Quorum	cl.48	p.10	of Directors	cl.32.6.....	p.8
Resolutions without Meeting.....	cl.52	p.11	of Members.....	cl.13.....	p.3
Use of Technology	cl.47.....	p.10	of Office-Bearers	cl.39.4.....	p.9
Voting.....	cl.50	p.10	Remuneration of Directors	cl.35.....	p.9
“member”	cl.65.1(i).....	p.13	Replaceable Rules	cl.64.....	p.12
Membership of the Board	cl.41.....	p.9	Representatives of Members	cl.22.....	p.6
Membership of the Company			Resignation		
Applications	cl.8	p.3	of Directors	cl.32.1.....	p.8
Approval.....	cl.9	p.3	of Members.....	cl.14.....	p.4
Categories.....	cl.6	p.2	of Office-Bearers	cl.39.2.....	p.9
Cessation	cl.15.....	p.4	Resolutions without Meeting.....	cl.52.....	p.11
Discipline	cl.13	p.3	Responsibility of the Board	cl.42.1.....	p.9
Eligibility.....	cl.7	p.2	Rights of Members	cl.11.1,11.5..	p.3
Expulsion.....	cl.13	p.3	Secretary	cl.40.....	p.9
Grievance Procedure	cl.17	p.4	"	cl.37.1(c).....	p.9
Liability	cl.12.....	p.3	"	cl.8(e).....	p.3
Payments to Members	cl.5	p.2	"	cl.14.1.....	p.4
Register of Members	cl.16.....	p.4	"	cl.32.4.....	p.8
Resignation.....	cl.14	p.4	"	cl.33.....	p.8
Rights and Obligations	cl.11.....	p.3	"	cl.39.2.....	p.9
Subscriptions.....	cl.10	p.3	"	cl.45.1.....	p.10
Suspension.....	cl.13	p.3	Sources of Funds	cl.53.....	p.11
Minutes of Meetings	cl.59	p.11	Special General Meetings.....	cl.19.....	p.5
Name of the Company	cl.2	p.2	“special resolution”	cl.65.1(k).....	p.13
Not For Profit Company	cl.5.....	p.2	Amendment of Constitution.....	cl.61.....	p.12
Notice			Winding Up	cl.62.....	p.12
of General Meetings	cl.20.....	p.5	Subscriptions	cl.10.....	p.3
of Meetings of the Board.....	cl.46.....	p.10	Suspension of Members	cl.10.3.....	p.3
Notices	cl.63	p.12	"	cl.13.....	p.3
Notification to ASIC of Directors.....	cl.33.....	p.8	Technology, Use of		
Number and Type of Directors	cl.29.....	p.7	for General Meetings	cl.23.....	p.6
Object of the Company	cl.3.....	p.2	for Meetings of the Board.....	cl.47.....	p.10
Obligations of Members	cl.11.3-11.5..	p.3	Term of Office		
Office-Bearers			of Directors	cl.32.....	p.8
Election	cl.38.....	p.9	of Office-Bearers	cl.39.....	p.9

Transitionalcl.66p.13
Voting
 at General Meetings.....cl.27p.6
 at Meetings of the Boardcl.50p.10
Winding Up.....cl.62p.12

