

General Practice Registrars Australia Ltd.

Constitution

ABN 60 108 076 704

© General Practice Registrars Australia Ltd

Level 1, 517 Flinders Lane

Melbourne VIC 3001 Australia

P 03 9629 8878

E enquiries@gpra.org.au

LIST OF AMENDMENTS

July 2015

Mills Oakley Lawyers

Level 12, 400 George Street, Sydney, NSW 2000

September 2013

General Practice Registrars Australia Limited Board

September 2012

General Practice Registrars Australia Limited Board

September 2009

General Practice Registrars Australia Limited Board

August 2007

Feinauer Commercial Lawyer

Level 3, 191 St Georges Terrace, Perth, WA 6000

August 2004

Original document drawn by Williams Love & Nicol Lawyers

Williams Love & Nicol Lawyers

Level 3, Optus Centre, 10 Moore Street, Canberra, ACT Tel:

(02) 6263 6888

Fax: (02) 6263 6899

DX: 5626 CANBERRA Ref:

MXL/JPB

CONTENTS

1	CAPACITY	5
2	NOT FOR PERSONAL PROFIT	5
3	OBJECTS	5
4	LIMITED LIABILITY	6
5	MEMBERS' GUARANTEE	6
6	MEMBERS	6
6.1	CLASSES OF MEMBERS	6
6.2	ELIGIBILITY TO BE A VOTING MEMBER	6
6.3	ELIGIBILITY TO BE AN ASSOCIATE MEMBER	7
6.4	BECOMING A MEMBER	8
6.5	MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	8
6.6	REGISTER OF MEMBERS	8
6.7	CEASING TO BE A MEMBER	9
6.8	RESIGNATION	9
6.9	CLASSES OF MEMBERS	10
6.10	DISCIPLINING MEMBERS	10
6.11	DISCIPLINARY HEARING	10
6.12	NOTICE OF DISCIPLINARY HEARING	10
6.13	PROCEEDINGS AT DISCIPLINARY HEARING	11
6.14	RIGHT OF APPEAL OF A DISCIPLINED MEMBER	11
7	GENERAL MEETINGS	12
7.1	ANNUAL GENERAL MEETING	12
7.2	DIRECTORS' POWER TO CONVENE GENERAL MEETING	12
7.3	MEMBERS' POWER TO CONVENE GENERAL MEETING	12
7.4	NOTICE OF GENERAL MEETING	12
7.5	OMISSION TO GIVE NOTICE	13
7.6	AUDITOR'S RIGHT TO ATTEND GENERAL MEETINGS	13
8	PROCEEDINGS AT GENERAL MEETINGS	13
8.1	SPECIAL BUSINESS	13
8.2	QUORUM	13
8.3	LACK OF QUORUM	14
8.4	CANCELLATION OR POSTPONEMENT OF GENERAL MEETINGS	14
8.5	CHAIRING OF GENERAL MEETINGS	14
8.6	HOW QUESTIONS ARE DECIDED	15
8.7	MINUTES AS EVIDENCE OF RESULT	15
8.8	TAKING OF POLL	15
8.9	ADJOURNMENT	16
8.10	NOTICE OF ADJOURNED MEETING	16
9	VOTING OF MEMBERS	16
9.1	VOTING RIGHTS	16
9.2	CASTING VOTE	16
9.3	RIGHT TO APPOINT ATTORNEY	16

10	PROXIES	17
10.1	APPOINTMENT OF PROXY	17
10.2	INSTRUMENT OF PROXY	17
10.3	FORM OF PROXY	17
10.4	PROXY TO BE DEPOSITED AT REGISTERED OFFICE	17
10.5	POWER TO DEMAND POLL	18
10.6	IDENTIFICATION OF PROXY	18
10.7	VOTES OF PROXIES	18
11	DIRECTORS	18
11.1	BOARD OF DIRECTORS	18
11.2	DIRECTORS' DUTY	19
11.3	MEMBERS' NOMINATION AND APPOINTMENT OF THE BOARD	19
11.4	APPOINTED DIRECTORS	20
11.5	RULES GOVERNING APPOINTED BOARD DIRECTORS	20
11.6	RESTRICTIONS TO APPOINTMENTS	21
11.7	REMUNERATION FOR DIRECTORS	21
11.8	VACANCIES	21
11.9	OFFICE OF CHIEF EXECUTIVE OFFICER	22
12	TERM AND REMOVAL OF DIRECTORS	22
12.1	TERM OF DIRECTORS	22
12.2	REMOVAL OF DIRECTORS	22
13	DISQUALIFICATION OF DIRECTORS	22
14	POWERS OF THE BOARD	23
15	DIRECTORS' CONTRACTS	23
15.1	DIRECTOR'S INTERESTS	23
15.2	DECLARATION OF INTEREST	24
15.3	RESTRICTIONS ON VOTING	24
16	DIRECTORS' CONFLICTS OF INTEREST	24
17	BORROWING POWERS	25
18	MINUTES	25
19	CHAIR	25
19.1	APPOINTMENT OF CHAIR	25
19.2	TERM OF CHAIR	26
20	PRESIDENT	26
21	SECRETARY	26
21.1	APPOINTMENT OF SECRETARY	26
21.2	REMOVAL OF SECRETARY	26
22	COMMITTEE OF DIRECTORS	27
23	BY-LAWS	27
24	FINANCIAL RECORDS	28
24.1	FINANCIAL AND OTHER RECORDS	28
24.2	TIME FOR FINANCIAL REPORTS	28

25	ANNUAL LEVY	28
26	SEAL	28
27	INSPECTION OF BOOKS	29
28	SERVICE OF DOCUMENTS	29
28.1	NOTICES TO MEMBERS	29
28.2	DEEMED SERVICE	29
28.3	PERSONS ENTITLED TO NOTICE OF GENERAL MEETING	29
29	WINDING UP	30
30	INDEMNITY	30
30.1	INDEMNITY	31
30.2	INSURANCE	31
30.3	INDEMNITY TO CONTINUE	31
31	INTERPRETATION	31
31.1	THE CONSTITUTION	31
31.2	REPLACEABLE RULES	32
31.3	DEFINITIONS	32
31.4	CONSTRUCTION	34

1 CAPACITY

- (a) Subject to the Corporations Act and **clause (b)**, the Company has the legal capacity of a natural person including the capacity to exercise the powers set out in section 124 of the Corporations Act. It is the Members' intention that this Constitution will not restrict or prohibit the exercise by the Company of any of these powers except as expressly stated.
- (b) The Company can only exercise the powers in section 124(1) of the Corporations Act to:
 - (i) carry out the objects of the Company; and
 - (ii) do all things incidental or convenient in relation to the exercise of power under **clause (b)(i)**.

2 NOT FOR PERSONAL PROFIT

- (a) The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.
- (b) No income or property of the Company is to be paid, transferred or distributed directly or indirectly by way of dividend, bonus or otherwise to any Members of the Company. This does not prevent the payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company, if such payment is approved by the Directors;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for monies lent to the Company;
 - (iii) of reasonable and proper rent for premises leased or licensed by any Member to the Company.
- (c) The Company shall pay annual fees to the Directors as remuneration for their services as Directors, provided that the amount is reasonable in the circumstances and the amount has been approved by the Members of the Company at the annual general meeting. In addition, Directors shall receive payment:
 - (iv) of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board; and
 - (v) 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 Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service.

3 **OBJECTS**

The Company is a not-for-profit charitable organisation established for the advancement of medical education, with the aim of relieving the suffering and distress of all Australians. The Company will achieve its objects by:

- (a) optimising the quality of healthcare available to the Australian population through excellence in medical education, general practice training and continuing professional development;
- (b) improving the accessibility of primary care for all Australians by committing to support the next generation of general practitioners; promoting the prevention or the control of diseases in human beings; and
- (c) anything ancillary to the Objects referred to in **clause (a) to (c)**.

4 **LIMITED LIABILITY**

The liability of the Members is limited.

5 **MEMBERS' GUARANTEE**

Every Member undertakes to contribute an amount not exceeding ten dollars (\$10.00) to the property of the Company in the event of it being wound up while that person is a Member or within one (1) year afterwards for:

- (a) payment of the debts and liabilities of the Company contracted before the time when that Member ceased to be a Member;
- (b) the costs, charges and expenses of winding up; and
- (c) for an adjustment of the rights of contributories among themselves.

6 **MEMBERS**

6.1 **Classes of Members**

Members must be natural persons and will be divided into the following classes:

- (a) Voting Members;
- (b) Associate Members; and
- (c) such other classes as established by the Board under this Constitution from time to time.

6.2 **Eligibility to be a Voting Member**

- (a) A person is eligible to become a Voting Member if they:
 - (i) are a Registrar or are within the first two (2) years of their graduation from a General Practice Training Program (for the avoidance of doubt, a Voting Member who graduated from a General Practice Training Program two (2) or

more years ago will cease to be eligible to be a Voting Member);

(ii) support the objects of the Company and agree to comply with the terms of this Constitution and any code of conduct which the Board may produce from time to time;

(iii) are, in the Board's opinion, of good character;

(iv) agree to pay the Member's liability amount specified in **clause 5 above**;

(v) have paid any applicable Annual Levy for the year in which they are seeking Membership; and

(vi) lodge an application in accordance with **clause 6.4(a)**.

(b) Each Voting Member is entitled to one (1) vote on each resolution at any general meeting provided the Voting Member has paid any Applicable Levy.

(c) Each Voting Member is bound by the terms of this Constitution.

6.3 Eligibility to be an Associate Member

(a) A person is eligible to become an Associate Member if they:

(i) are ineligible to become a Voting Member by virtue of the fact that they are a Medical Student or Prevocational Doctor and have not yet commenced their General Practice Training Program;

(ii) support the objects of the Company and agree to comply with the terms of this Constitution and any code of conduct which the Board may produce from time to time;

(iii) are, in the Board's opinion, of good character;

(iv) agree to pay the Member's liability amount specified in **clause 5**;

(v) have paid any applicable Annual Levy for the year in which they are seeking Membership; and

(vi) lodge an application in accordance with **clause 6.4(a)**.

(b) An Associate Member will automatically become a Voting Member if he or she meets the requirements for Voting Members set out in **clause 6.2**.

(c) Notwithstanding the fact that an Associate Member is not entitled to vote at a general meeting, an Associate Member:

(i) who is a Medical Student has the right to vote for a medical student Board Director pursuant to **clause 11.3(a)(i)(B)**;

(ii) who is a Prevocational Doctor has the right to vote for a prevocational doctor Board Director pursuant to **clause 1.1.3(a)(i)(C)**;

- (iii) does not have any right to convene a general meeting.
- (d) Each Associate Member is bound by the terms of this Constitution.

6.4 **Becoming a Member**

- (a) An application for Membership of the Company must:
 - (i) be made in writing in the form prescribed by the Board from time to time;
 - (ii) specify the category of membership being applied for by the applicant;
 - (iii) include a signature, or equivalent acknowledgement by the applicant acknowledging that the applicant agrees to be bound by the Constitution of the Company as amended from time to time;
 - (iv) be accompanied by any applicable Annual Levy; and
 - (v) be lodged with the Secretary.
- (b) The Board or its delegate(s) will meet within two (2) months of the commencement of each General Practice Training Program year and at such other times as it deems necessary to consider applications for membership. Without limiting the powers of the Board or its delegate(s) in this regard, the Board or its delegate(s) may determine generally to admit all persons who have applied and are eligible to become Members and who are not Members at a particular time. The Board has full and unfettered discretion with regard to whom it admits as a Member.
- (c) Where the Board approves the application for membership of a person or persons, the Board must advise the Secretary of the person or persons being admitted. The Secretary must enter each such person's name in the Register of Members pursuant to **clause 6.6(a)**.
- (d) A person becomes a Member and is entitled to exercise the rights of membership when his or her name is entered in the Register of Members.
- (e) If the Board determines not to admit an applicant as a Member, the Secretary must as soon as possible:
 - (i) notify that applicant in writing of the decision; and
 - (ii) refund to the applicant the Annual Levy (if any) paid by the applicant.

6.5 **Membership Entitlements Not Transferable**

A right, privilege or obligation which a person has by reason of being a Member:

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

6.6 Register of Members

- (a) The Secretary must, in accordance with the Corporations Act, keep the Register at the Registered Office and must enter in the Register:
 - (i) the name and address of each Member;
 - (ii) the date on which each Member becomes a Member;
 - (iii) the class of membership for which the Member is qualified;
 - (iv) the date on which any Member ceases to be a Member or alters their class of membership.
- (b) The Register must not be used for any other purpose and is to be available for inspection free of charge by any Member upon request.

6.7 Ceasing to be a Member

A Member ceases to be a Member of the Company and the Member's name will be deleted from the Register of Members where the Member:

- (a) resigns as a Member in accordance with **clause 6.8**;
- (b) dies;
- (c) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becomes of unsound mind or a person or estate is liable to be dealt with in a way under a law relating to mental health;
- (e) is expelled from the Company in accordance with **clause 6.10**;
- (f) subject to **clause (c)**, fails to pay any applicable Annual Levy:
 - (i) within three (3) months of the payment being due; and
 - (ii) then fails to rectify this default within thirty (30) days of being notified of the default by the Company;
- (g) no longer satisfies the criteria for his or her respective class of Membership (unless that Member is automatically transferred to another class of Membership pursuant to **clause 6.3(b)** or is otherwise transferred to another class of Membership by the Board); or
- (h) has their membership terminated by special resolution of the Company in general meeting, where the Company resolves the Member's conduct or circumstances, in the opinion of the Company, renders it undesirable that the Member continue to be a Member of the Company. The Member must be given at least twenty eight (28) days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed.

6.8 Resignation

A Member may resign as a Member of the Company by giving at least one (1) month's written notice to the Company, but shall continue to be liable for:

- (a) any monies due by the Member to the Company;
- (b) any sum for which the Member is liable as a Member of the Company under **clause 5**.

6.9 Classes of Members

Subject to the Constitution and the Corporations Act, the Board may:

- (a) establish any new class of Members and prescribe the qualifications, rights, restrictions and obligations of Members in that class;
- (b) vary or abrogate the qualifications, rights, restrictions or obligations of Members in any new or existing class, with the consent in writing of three-quarters of those Members entitled to vote, or with the sanction of a special resolution passed at a separate meeting of those Members, and the provisions of the Constitution relating to general meetings apply so far as they are capable of application and with the necessary changes to every such separate meeting; and
- (c) transfer a Member, with the Member's written consent, from membership in one class to membership in another class, except where automatic transfer shall apply in accordance with **clause 6.3(b)**.

6.10 Disciplining Members

Subject to this Constitution and the Corporations Act, the Board has the power by resolution to suspend or expel a Member from the Company if the Member:

- (a) wilfully refuses or neglects to comply with the provisions of the Constitution;
- (b) is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests, image or welfare of the Company; or
- (c) subject to **clause 25(c)**, fails to pay to the Company any moneys due by the Member to the Company after due notice has been given;

(each one called a "Disciplining Event").

6.11 Disciplinary Hearing

Where the Board is of the opinion that a Member has committed a Disciplining Event, the Board may, within twenty eight (28) days of the Disciplining Event occurring, by resolution require the Member to attend a Disciplinary Hearing and show cause why that Member should not be suspended or expelled.

6.12 Notice of Disciplinary Hearing

Where the Board passes a resolution convening a Disciplinary Hearing, the Company must within twenty eight (28) days of passing the resolution cause a notice in writing to be served on the Member:

- (a) stating the date, time and place of the Disciplinary Hearing;
- (b) setting out the resolution of the Board and the grounds on which it is based;
- (c) informing the Member that the Member may attend and speak at that meeting and submit to the Board at or prior to that meeting written submissions on the resolution.

6.13 Proceedings at Disciplinary Hearing

- (a) At a Disciplinary Hearing, the Board will:
 - (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written submission submitted to the Board by that Member at or prior to the meeting; and
 - (iii) by resolution determine the action (if any) to be taken under **clause 6.10**.
- (b) Where the Board passes a resolution at a Disciplinary Hearing, the Company must within seven (7) days after the date of that resolution, give written notice to the Member of that resolution and of the Member's right of appeal under **clause 6.14**.
- (c) A resolution passed by the Board at a Disciplinary Hearing does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
 - (ii) where within that period, the Member exercises the right of appeal, unless and until the Board confirms the resolution in accordance with **clause 6.14(d)**.

6.14 Right of appeal of a disciplined Member

- (a) A Member may appeal to the Company against a resolution of the Board which, is passed at a Disciplinary Hearing, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice in writing to that effect.
- (b) Upon receipt of a notice under **clause 1.1(a)**, the Secretary will notify the Board who will convene a general meeting of the Company to be held within forty two (42) days after the date on which the Secretary received the notice, or as soon as possible after that date.
- (c) At a general meeting of the Company convened under **clause 1.1(a)**:

- (i) no business other than the question of the appeal will be transacted;
 - (ii) the Board and the Member will be given the opportunity to make submissions in relation to the appeal orally or in writing, or both; and
 - (iii) the Voting Members present will vote by secret ballot on the question of whether the resolution made under **clause 6.13(b)** should be confirmed or revoked.
- (d) If the general meeting passes a special resolution in favour of the confirmation of the resolution made under **clause 6.13(b)**, that resolution is confirmed.

7 GENERAL MEETINGS

7.1 Annual general meeting

An annual general meeting of the Company must be held in accordance with the Corporations Act (notwithstanding the application of section 111L of the Corporations Act, if any).

7.2 Directors' power to convene general meeting

Each Director may convene a general meeting whenever he or she thinks fit. Each Director convening a general meeting must have the support of at least two (2) other Directors and must submit this in writing to the Board.

7.3 Members' power to convene general meeting

The Directors must call and arrange to hold a general meeting on the request of Members made in accordance with the provisions of Part 2G.2 of the Corporations Act (notwithstanding the application of section 111L of the Corporations Act, if any).

7.4 Notice of general meeting

- (a) Subject to the provisions of the Corporations Act as to short notice, not less than twenty one (21) days notice of a general meeting must be given in writing to every Member, every Director and the auditor for the time being of the Company (if any) (notwithstanding the application of section 111L of the Corporations Act, if any).
- (b) A notice convening a general meeting must specify:
 - (i) the place, date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this);
 - (ii) the general nature of the general meeting's business;
 - (iii) if the general meeting is an annual general meeting, there must appear in it with reasonable prominence a statement that the meeting is an annual general meeting;
 - (iv) if a special resolution is to be proposed at the general meeting, set out an intention to propose the special resolution and state the resolution; and

- (v) there must appear in it with reasonable prominence a statement that:
 - (A) a Member entitled to attend and vote is entitled to appoint a proxy; and
 - (B) a proxy need not be a Member;
 - (vi) contain any other information, as required by the Corporations Act (notwithstanding the application of section 111L of the Corporations Act, if any).
- (c) No business other than that specified in the notice convening a general meeting will be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted in accordance with **clause 8.1(b)**.
- (d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Company, in accordance with the Corporations Act, who will include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

7.5 Omission to give notice

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting, including any resolution passed at the meeting.

7.6 Auditor's right to attend general meetings

The auditor of the Company or an agent authorised by the auditor in writing for the purpose is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting on any part of the business of the meeting which concerns the auditor in that capacity, and is entitled to be heard notwithstanding that the auditor retires at that meeting or a resolution to remove the auditor from office is passed at that meeting.

8 PROCEEDINGS AT GENERAL MEETINGS

8.1 Special business

All business will be special that is transacted at:

- (a) a general meeting not being an annual general meeting; or
- (b) an annual general meeting with the exception of:
 - (i) the confirmation of the minutes of the preceding meeting;
 - (ii) the receipt and consideration of the balance sheet, the profit and loss statement and the reports of the Directors and the auditors;
 - (iii) the election of Directors; and

- (iv) the transaction of any business which, under the Corporations Act or this Constitution, is required to be transacted.

8.2 Quorum

- (a) Eight (8) Members present in person or by proxy or attorney and entitled to vote under this Constitution at a general meeting are a quorum at a general meeting.
- (b) An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.

8.3 Lack of quorum

If within thirty (30) minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened upon the request of Members under **clause 7.3**, is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week at the same time and place, or to another day, time and place which the Board appoint by notice to the Members and others entitled to notice of the meeting, and if a quorum is not present within thirty (30) minutes after the time appointed for the adjourned meeting, three (3) Voting Members present in person or by proxy or attorney is a quorum, and if such reduced quorum is not present the meeting is dissolved.

8.4 Cancellation or Postponement of General Meetings

- (a) Subject to the provisions of the Corporations Act (notwithstanding the application of section 111L of the Corporations Act, if any) and this Constitution, the Board may cancel a general meeting of the Company:
 - (i) convened by the Board; or
 - (ii) which has been convened by a Member or Members pursuant to **clause 7.3**, upon receipt by the Company of a written notice withdrawing the requisition signed by that Member or those Members.
- (b) The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- (c) Where any general meeting is cancelled or postponed or the venue for a general meeting is changed:
 - (i) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (ii) any failure to notify in writing any person entitled to receive notice of the

meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

8.5 Chairing of general meetings

- (a) The Chair shall preside as chairperson at every general meeting.
- (b) Where a general meeting is held and the Chair is not present, able and/or willing to act within thirty (30) minutes of the time appointed for the meeting, or has notified the Board of his or her intention not to be present and able and willing to act, then the following person will be chairperson in lieu of the Chair in the order of availability set out below:
 - (i) President;
 - (ii) another Director chosen by the Directors present at the meeting; and
 - (iii) a Voting Member chosen by a majority of the Voting Members present.
- (c) The rulings of the chairperson of a general meeting on all matters relating to the order of business, procedures and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

8.6 How questions are decided

Every question submitted to a general meeting is to be decided by a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by:

- (a) the chairperson of the meeting;
- (b) not less than three (3) Members present in person or by proxy or attorney and having the right to vote at the meeting; or
- (c) a Member or Members so present representing not less than five (5) per cent of the total voting rights of all Members having the right to vote at the meeting,

8.7 Minutes as evidence of result

Unless a poll is duly demanded, a declaration by the chairperson that a resolution has passed has, on the show of hands, been:

- (a) carried;
- (b) carried unanimously; or
- (c) carried by a particular majority,

and an entry to that effect in the book containing the minutes of the proceedings of the Company signed by the chairperson, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.8 Taking of poll

- (a) If a poll is demanded it must be taken:
 - (i) immediately in the case of a poll which relates to the election of a person to preside at the meeting or to the question of adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the result of the poll is to be deemed the resolution of the meeting at which the poll was demanded on that matter.
- (b) The demand for a poll may be withdrawn.
- (c) The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded and an entry to that effect in the minutes of the meeting is conclusive evidence of that and it is not necessary to prove the number or proportion of votes cast in favour of or against the motion.
- (d) The demand for a poll does not prevent the continuance of the meeting for the transaction of any business, other than the question on which the poll has been demanded.

8.9 Adjournment

The chairperson of a general meeting may, with the consent of the majority of those Members present and entitled to vote at the meeting, adjourn the meeting from time to time and place to place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

8.10 Notice of adjourned meeting

If a meeting is adjourned for fourteen (14) days or more, notice of the adjournment must be given in accordance with the requirements of **clause 7.4**, so far as applicable.

9 VOTING OF MEMBERS

9.1 Voting rights

- (a) At a general meeting each person present as a Member entitled to vote or a proxy or attorney of that Member has one (1) vote on each resolution.
- (b) All votes will be given personally or by proxy or attorney but no Director or Member entitled to vote may hold more than ten (10) proxies.
- (c) Subject to **clause (c)**, a Member entitled to vote must not vote at any general meeting unless all money due and payable to the Company by the Member has been paid.

9.2 Casting vote

- (a) In the case of an equality of votes, the chairperson of the meeting at which the vote

is taken is entitled to a casting vote in addition to any votes to which he or she is entitled as a Member.

- (b) The chairperson has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

9.3 **Right to appoint attorney**

A Member entitled to vote may appoint an attorney to act on the Member's behalf at all or any meetings of the Company by power of attorney duly executed in accordance with the laws of the relevant jurisdiction.

10 **PROXIES**

10.1 **Appointment of proxy**

A Member entitled to attend and cast a vote at a general meeting is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting and a proxy has the same right at the Member to speak and vote at the meeting.

10.2 **Instrument of proxy**

An instrument appointing a proxy must be in writing signed by the appointer or the appointer's attorney duly authorised in writing and, if and to the extent that the Board permits, may be in respect of more than one (1) meeting.

10.3 **Form of proxy**

- (a) An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains the following information:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy;
 - (iv) the meeting or meetings at which the appointment may be used; and
 - (v) any additional information required by the Corporations Act (notwithstanding the application of section 111L of the Corporations Act, if any).
- (b) The appointment of a proxy need not be witnessed and a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting. An instrument of proxy in which the name of the appointee is not filled in is taken to be in favour of the chairperson of the meeting to which it relates.

10.4 **Proxy to be deposited at Registered Office**

- (a) To be effective, an instrument appointing a proxy and the authority (if any) under which it is executed or a certified copy of the authority must be received by the Company prior to the commencement of the meeting or adjourned meeting or taking of the poll, at which the person named in the instrument proposes to vote. If this

clause 10.4 is not complied with, the instrument of proxy will be treated as invalid.

- (b) An instrument appointing a proxy is received when it is received at any of the following:
- (i) the Registered Office, twenty four (24) hours prior to the commencement of the meeting;
 - (ii) a facsimile number at the Registered office, twenty four (24) hours prior to the commencement of the meeting;
 - (iii) a place, facsimile number or electronic address specified for the purpose in the notice of meeting; or
 - (iv) in person to the Secretary or Chair of the Company.

10.5 **Power to demand poll**

The instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.

10.6 **Identification of proxy**

The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that he or she is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person does not comply, that person may be excluded from voting.

10.7 **Votes of proxies**

A vote cast in accordance with the terms of an instrument of proxy is valid notwithstanding the previous revocation of that person's authority by the death of the appointer or otherwise, unless the Company has received notice in writing of the revocation at the Registered Office or by the chairperson of the meeting before the vote is cast.

11 **DIRECTORS**

11.1 **Board of Directors**

- (a) The Board of Directors shall comprise of:
- (i) five (5) elected Directors;
 - (ii) up to three (3) Appointed Directors; and
 - (iii) an appointed Chair.
- (b) The elected Directors will comprise:
- (i) three (3) Voting Members elected as Voting Member Directors pursuant to **clause (a)**, and

- (ii) two (2) Associate Members elected as Associate Member Directors pursuant to **clause (a)**, being:
 - (A) one (1) current Medical Student; and
 - (B) either:
 - I. one (1) Prevocational Doctor who has not applied to any specialty training program; or
 - II. one (1) Prevocational Doctor who has applied to specialty training in General Practice.
- (c) The Appointed Directors will comprise up to three (3) Directors appointed pursuant to clause 11.4 by the Board.
- (d) The appointed Chair will be appointed pursuant to clause 19.1.

11.2 **Directors' duty**

- (a) In accordance with the Governance Standards, each Director shall be bound to act in the interests of the Company as a whole and not in the interests of any one or more of the Members or stakeholders who might have assisted their appointment to the Board.
- (b) Each Director is subject to, and must comply at all times with, the duties set out in Governance Standard 5 in section 45.25 of the ACNC Regulation if the Company is legally required to comply with that regulation.
- (c) In accordance with Governance Standard 4 in section 45.20 of the ACNC Regulation, the Board will take reasonable steps to ensure that the Board does not at any time include a Director who is disqualified from managing a corporation under the Corporations Act or from being a responsible entity under subsection 45.20(4) of the ACNC Regulation.

11.3 **Members' Nomination and appointment of the board**

- (a) Voting Members and Associate Members as described in clause 11.1(b) may nominate as a candidate for appointment to the Board by delivering a:
 - (i) resume outlining their skills and experience; and
 - (ii) written and signed undertaking to act as a Director in the best interests of the Company as a whole and not in the interests of any particular Member or group of Members,

to the Company according to the timeline in the call for nominations. This should be not less than six (6) weeks prior to the holding of the annual general meeting at which they are seeking appointment.

- (b) The Voting Member Directors and the Associate Member Directors shall be elected effective as at each annual general meeting where such an existing Director's current term has come to an end.
- (c) The Company shall by written notice circulate a list of the candidates who have nominated for appointment to the Board to the Voting Members, and Associate Members in accordance with clause 6.3(c), four (4) weeks prior to the holding of the annual general meeting at which they are seeking appointment.
- (d) If there are more nominees for the positions on the Board than vacancies, then the appointments shall be determined by election.
- (e) The process for the election of Directors pursuant to clause 11.1(b) shall be as follows:
 - (i) the method of voting will be by preferential vote by each Voting and Associate Member, pursuant to the following:
 - (A) Voting Members will only be entitled to place their preferential votes for the Voting Member Director;
 - (B) Associate Members who are Medical Students will only be entitled to place their preferential vote for the Medical Student Associate Member Director; and
 - (C) Associate Members who are Prevocational Doctors will only be entitled to place their preferential vote for the Prevocational Doctor Associate Member Director;
 - (ii) each vote must be made online, or by other electronic polling means, in the manner determined by the Board.
 - (iii) the Company will collate the votes and publish the data within three (3) days of the votes being counted; and
 - (iv) hardcopy print outs of each electronic vote will be kept on file held by the Company and may be requested for viewing by Members.

11.4 Appointed Directors

- (a) Need to Appoint
 - (i) The Directors will annually monitor the skills required for the Board of Directors in order for it to effectively carry out its work. This will include the development of a board skills matrix.
 - (ii) Appointment to the Director positions pursuant to clause (c) will be based on the ongoing skills audit against the board skills matrix and the identification of skills shortages on the board.

(b) **Process for Appointment**

- (i) Where it is determined that the Board needs to appoint a Director, the Nominations and Remunerations Committee will conduct the recruitment process in line with policy under delegation of the Board.
- (ii) The Nominations and Remunerations Committee will make recommendations to the Board for approval and appointment.

11.5 Rules Governing Appointed Board Directors

- (a) There may only be a maximum of three (3) Appointed Directors at any given time.
- (b) An Appointed Director must comply with the roles and duties of Directors as outlined in this Constitution and the law.
- (c) An Appointed Director has the right to vote during Board meetings.

11.6 Restrictions to Appointments

Appointment is not available to:

anyone who is disqualified from holding the position of director or trustee of a company or Charity; or

anyone who has had membership refused or permanently withdrawn by the Company.

11.7 Remuneration for Directors

- (a) A Director may receive remuneration for his or her services as a Director, but only as permitted in clause (c)
- (b) The Directors are to be paid such remuneration as is from time to time determined by resolution of the Board. A resolution of the Board regarding composition or modification of the fees payable to each Director does not take effect unless approved by the Members in a general meeting.
- (c) The Director's remuneration is to be reviewed by the Board annually.
- (d) The Directors' remuneration is deemed to accrue pro rata from day to day.
- (e) The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of directors, any committee of the Directors, general meetings of the Company or otherwise in connection with the business of the Company.
- (f) The Board shall at all times maintain a director remuneration policy, which will outline the details of the remuneration for all Directors.

11.8 Vacancies

- (a) If any vacancy occurs in the membership of the Board for any reason, the Directors may:
- (i) appoint a new Voting Member Director (if the vacating Director was a Voting Member Director), who shall hold office until the next annual general meeting;
 - (ii) appoint a new Associate Member Director (if the vacating Director was an Associate Member Director), who shall hold office until the next annual general meeting; and
 - (iii) appoint a new Appointed Director (if the vacating Director was an Appointed Director) who shall hold office for a full term pursuant to clause 12.1(c),

to fill the vacancy and that new Director will hold office subject to this Constitution.

- (b) The continuing Directors may act despite any vacancy in the Board. If however the number of Directors falls below the minimum number fixed by the Corporations Act, the Directors may only act:
- (i) for the purpose of increasing the number of Directors to the minimum by summoning a general meeting of the Company; or
 - (ii) in emergencies,

but for no other purpose.

11.9 Office of Chief Executive Officer

- (a) The Chief Executive Officer shall be appointed by the Board and shall be engaged under contract.
- (b) Notwithstanding anything in this Constitution, the Chief Executive Officer shall be entitled to attend Board meetings, but shall not have a vote.

12 TERM AND REMOVAL OF DIRECTORS

12.1 Term of Directors

- (a) Each Voting Member Director appointed pursuant to clause (a) holds office for three (3) years.
- (b) Each Associate Member Director appointed pursuant to clause (a) holds office for two (2) years.
- (c) Each Appointed Director appointed pursuant to clause 11.4 holds office for three (3) years.
- (d) The President appointed pursuant to clause 20 holds office for two (2) years.

- (e) The Chair appointed pursuant to clause 19.2 holds office for three (3) years.
- (f) A retiring Director is eligible for re-appointment twice.

12.2 Removal of Directors

The Voting Members may, by resolution in accordance with the requirements of the Corporations Act, in general meeting remove any Director from office.

13 DISQUALIFICATION OF DIRECTORS

The office of a Director is automatically vacated if the Director:

- (a) dies;
- (b) ceases to be a Director by virtue of, or becomes prohibited from being a Director because of an order made under, the Corporations Act;
- (c) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) the period for which the Director is appointed expires;
- (f) resigns office by providing written notice to the Company (and the resignation shall take effect at the time expressed in the notice, provided the time is not earlier than the date of delivery of the written notice to the Company);
- (g) is absent for a continuous period of three (3) months without leave of absence from the Board;
- (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest as required by the law;
- (i) is removed from office by a resolution passed at a general meeting of the Company;
- (j) ceases to occupy the position which entitles them to be a Director;
- (k) ceases to be a Member, except in the case of an Appointed Director or the appointed Chair; or
- (l) has been disqualified by the Australian Charities and Not-for-Profits Commissioner, at any time during the preceding twelve (12) months, from being a responsible entity of a registered entity under section 45.20(4) of the ACNC Regulation.

14 POWERS OF THE BOARD

The control, management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Corporations Act, the

ACNC Act, the ACNC Regulation or by this Constitution required to be exercised in any other manner.

15 DIRECTORS' CONTRACTS

15.1 Director's interests

Subject to the Corporations Act or the ACNC Regulation (whichever is the relevant legislation):

- (a) no Director or proposed Director is disqualified by that office from:
 - (i) entering into a contract, agreement or arrangement with the Company;
 - (ii) becoming or remaining a Director of any company in which the Company is in any way interested or which is in any way interested in the Company;
- (b) no contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of the Company can be avoided merely because of that Director's interest; and
- (c) no Director who:
 - (i) enters into a contract, agreement or arrangement in which the Director has an interest; or
 - (ii) is a director of the other company with which the Company has entered into the contract, agreement or arrangement,

is liable to account to the Company for any profits or remuneration realised by that Director as a result of his or her being interested or being a director of the other company.

15.2 Declaration of interest

- (a) The nature of a Director's interest in any contract, agreement or arrangement must be declared by that Director at a meeting of the Board in accordance with the Corporations Act or the ACNC Regulation (whichever is the relevant legislation) as soon as practicable after the relevant facts have come to his or her knowledge.
- (b) A general notice that a Director is a member of any specified firm or corporation and is to be regarded as an interest in all transactions with that firm or corporation and shall be sufficient declaration under this clause as regards the Director and the transactions. However, after giving the general notice, where there is any material change in relation to the declared interest, the Director must give special notice relating to any particular transaction with that firm or corporation. The Secretary must record in the minutes any declaration made or any general notice given by a Director under this clause.

15.3 Restrictions on voting

Subject to clause 15.2, a Director who has a material person interest in a matter that is

being considered at a Board meeting must not:

- (a) be present while the matter (or a proposed resolution under clause (b)(ii) in relation to that matter, whether in relation to that or a different Director) is being considered; and
- (b) vote on the matter (or a proposed resolution of that kind),
unless:
- (c)
 - (i) the matter applies to an interest that the Director has as a Member in common with other Members; or
 - (ii) the Directors have passed a resolution that specifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest does not disqualify the Director from considering or voting on the matter.

16 **DIRECTORS' CONFLICTS OF INTEREST**

If a Director holds an office or possesses a property such that he or she might have duties or interests which directly or indirectly conflict with his or her duties or interest as Director, that Director must declare at a meeting of the Board the fact, nature, character and extent of the conflict.

17 **BORROWING POWERS**

The Board may exercise all the powers of the Company to:

- (a) borrow money;
- (b) mortgage or charge all or part of its undertaking and assets; and
- (c) issue debentures, debenture stock and other securities outright or as security for any debt, contract, guarantee, engagement, obligation or liability of the Company or of any third party,

on the terms and conditions as the Board thinks fit.

18 **MINUTES**

- (a) The Board must cause minutes to be kept in such manner as is required by the Corporations Act (notwithstanding the application of section 111L of the Corporations Act, if any) for the purposes of recording:
 - (i) the names of the Directors present at each meeting of the Board, and of Directors present at each meeting of any committee;
 - (ii) of all orders, resolutions and proceedings of general meetings and of meetings of the Board and of committees; and

- (iii) such matters as are required by the Corporations Act or the ACNC Act or the ACNC Regulation to be recorded in the record books of the Company including without limitation all declarations made or notices given by any Director of his or her interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) The minutes must be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next meeting.

19 CHAIR

19.1 Appointment of Chair

- (a) Nominations of candidates for the position of appointed Chair for the purposes of clause (a)(iii) will occur as follows:
 - (i) not less than six (6) weeks prior to the conclusion of the term of the current Chair, the Nominations and Remunerations Committee will conduct the recruitment process in line with policy under delegation of the Board;
 - (ii) not less than four (4) weeks prior to the conclusion of the term of the current Chair, the Nominations and Remunerations Committee will make recommendations to the Board for approval and appointment; and
 - (iii) at the meeting of the Board prior to the conclusion of the term of the current Chair, the Board will meet and resolve whether to approve the recommendation of the Nominations and Remunerations Committee in relation to the appointed Chair.
- (b) The Chair may be, but need not be, a Member.

19.2 Term of Chair

The Chair will, subject to this Constitution, hold office for a period of three (3) years from the date of his or her appointment.

20 PRESIDENT

- (a) The Voting Members shall, at the first annual general meeting held after this Constitution is adopted, and thereafter at each annual general meeting of the Company where the President is due to retire at the beginning of the next calendar year, elect, effective immediately, a President Elect from amongst the Voting Member Directors sitting on the Board at the time of the annual general meeting.
- (b) The President Elect shall hold office from their appointment referred to in clause (a) until the commencement of the next calendar year, at which point the then current President shall retire and the President Elect shall automatically assume the position of President, pursuant to clause (c).
- (c) The President will hold office for a term of two (2) years.

- (d) At the conclusion of the President's two (2) year term referred to in clause (c), the President shall commence their term as Immediate Past President for a further term, the length of which, when added to the period of time that the Director has already served as President Elect and President, does not exceed three (3) years.
- (e) Where the President Elect, President or Immediate Past President ceases to be a Voting Member Director, they will cease to hold their respective position.
- (f) In the event that the President retires or otherwise ceases to be President prior to the conclusion of their two (2) year term pursuant to clause (c), the Board shall elect a Voting Member Director to be acting President for the balance of the vacating President's term, and at the first annual general meeting of the Company where the vacating President was due to retire at the beginning of the next calendar year, the Voting Members shall elect a President Elect, in accordance with clause (a).

21 **SECRETARY**

21.1 **Appointment of Secretary**

A Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Board determines.

21.2 **Removal of Secretary**

The Secretary may be removed by resolution of the Board.

22 **COMMITTEE OF DIRECTORS**

- (a) The Board may form and delegate any of its powers to a Committee consisting of such Directors and other persons as it thinks fit, including a:
 - (i) Finance, Audit and Risk Management Committee;
 - (ii) Nominations and Remunerations Committee; and
 - (iii) any other such committee as the Board deems necessary,and may from time to time revoke such delegation.
- (b) The Board has the power to require any committee to have all decisions made by that committee ratified by the Board.
- (c) A committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- (d) The meetings and proceedings of any Committee consisting of more than one (1) person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- (e) A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of

the Board are required by the Corporations Act and this Constitution to be made entered and signed. A copy of such Committee minutes shall be tabled at the next Board meeting.

23 **BY-LAWS**

- (a) The Board may from time to time make such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, effects and property and to amend and repeal those By-Laws from time to time.
- (b) A By-Law must be subject to this Constitution and must not be inconsistent with any provision contained in this Constitution.
- (c) When in force, a By-Law is binding on all Members and has the same effect as this Constitution.
- (d) Subject to clause (e), the Board will adopt such measures as it deems appropriate to bring to the notice of Members all By-Laws, amendments and repeals.
- (e) The Board will provide Members with reasonable notice of any proposed changes to the By-Laws regarding the:
 - (i) eligibility requirements for Membership classes; and
 - (ii) voting rights of a Membership class;prior to the changes being implemented.

24 **FINANCIAL RECORDS**

24.1 **Financial and other records**

The Board shall:

- (a) cause proper financial and other records to be kept and must, if required by the Corporations Act, or the ACNC Act or the ACNC Regulation and as required by reason of the Company's access and use of the Commonwealth Funds, prepare and distribute copies of the financial reports of the Company and a Directors' report;
- (b) where required by the Corporations Act or ACNC Act (as the case may be), cause the financial records to be audited or reviewed by a properly qualified auditor or other entity authorised by the Corporations Act or the ACNC Act; and
- (c) from time to time determine whether and to what extent and at what times and places and under what conditions or regulations any financial or other records of the Company are to be open to the inspection of Members.

24.2 **Time for financial reports**

The interval between the end of a Financial Year of the Company and the annual financial

reporting to Members entitled to vote must not exceed the period (if any) prescribed by the Corporations Act.

25 ANNUAL LEVY

- (a) The Annual Levy payable by Members of the Company shall be such amount and paid in such manner as prescribed by the Board from time to time.
- (b) The Board may charge different classes of membership different Annual Levies.
- (c) The Board may, in its discretion:
 - (i) determine that no Annual Levy is payable by a Member or Members (in whole or in part) in any given year; and
 - (ii) extend the time for payment of the Annual Levy by any Member.

26 SEAL

The Board may decide that the Company shall have a Seal or a duplicate Seal. If they do, they must provide for the safe custody of any Seal. The Seal may only be used by the authority of the Board. The Board need not affix the Seal to every deed, but each deed must be signed by a Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose. The Board may determine, from time to time the manner by which other instruments are executed by the Company.

27 INSPECTION OF BOOKS

Subject to the Corporations Act, this Constitution and any resolution of the Company in general meeting, the Board may determine whether and to what extent and at what times and places and under what conditions and regulations the books or documents of the Company or any of them will be open to inspection by Members entitled to vote and other persons.

28 SERVICE OF DOCUMENTS

28.1 Notices to Members

The Company may give notice to a Member:

- (a) personally;
- (b) by sending it by post to the Member at his or her registered address;
- (c) by sending it to the fax number or electronic mail address (if any) nominated by the member, or
- (d) in any other way allowed under the Corporations Act.

28.2 Deemed service

- (a) If a notice is sent by post, service of the notice is deemed to be effected by properly

addressing, prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

- (b) A notice sent by fax is deemed to be received on production of a transmission report by the machine from which the fax was sent which indicates that the fax was sent in its entirety to the fax number of the recipient if produced before 5pm on a Business Day, otherwise on the next Business Day.
- (c) A notice sent by electronic mail is deemed to be received on the day of transmission, if transmitted before 5pm on a Business Day, otherwise on the next Business Day.
- (d) A notice sent by electronic mail is deemed not to be served only if the computer System used to send it reports that delivery failed.

28.3 Persons entitled to notice of general meeting

Notice of every general meeting must be given in the manner authorised to:

- (a) every Member;
- (b) every Director; and
- (c) the Auditor for the time being, (if any) of the Company.

No other person is entitled to receive notices of general meetings.

29 WINDING UP

- (a) If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property or money whatsoever, the remaining assets shall not be paid or distributed to the Members but all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions shall be given or transferred to another institution(s) or corporation(s) which has:
 - (i) objects which are similar to the objects of the Company;
 - (ii) a constitution which requires its income and property to be applied in promoting its objects;
 - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by clause (b); and
 - (iv) which is endorsed as a DGR.
- (b) If any surplus remains following the transfer pursuant to clause (a), the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:
 - (i) objects which are similar to the Objects;

- (ii) a constitution which requires its income and property to be applied in promoting its objects; and
 - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by clause (b).
- (c) The identity of the corporation(s) or institution(s) referred to in clause (a) is to be determined:
- (i) by the Board; or
 - (ii) if the Board does not decide or does not wish to decide, then by the Members,

in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of Victoria for determination.

- (d) In the event that the Company ever has its endorsement as a DGR revoked, the Company must transfer all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions to another DGR, such DGR to be determined by the Board, or failing the Board, the Members, and failing such determination being made by either the Board or the Members, by application to the Supreme Court of Victoria for determination.

30 INDEMNITY

30.1 Indemnity

Subject to section 199A of the Corporations Act, a person who is or has been an officer (as defined in the Corporation Act) or auditor of the Company is indemnified (to the maximum extent permitted by law), out of the assets of the Company against any liability incurred by the person as such an officer or auditor to another person (other than the Company or a related body corporate) unless the liability:

- (a) is for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act; or
- (b) arises out of conduct involving a lack of good faith; and
- (c) for legal costs and expenses incurred by the person, unless the costs and expenses are incurred in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under section 199A(2) of the Corporations Act;
- (d) in defending or resisting criminal proceedings in which the person is found guilty;
- (e) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or

- (f) in connection with proceedings for relief to the person under the Corporations Law in which the court denies the relief.

30.2 Insurance

Except to the extent precluded by the Corporations Act, including section 199B, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer (as defined in the Corporations Law) or auditor of the Company or of a related body corporate of the Company against any liability:

- (a) incurred by the person as such an officer or auditor which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182 or 183 of the Corporations Act (or the equivalent provisions in the ACNC Regulation); or
- (b) for costs and expenses incurred by the person in defending proceedings as such an officer, whether civil or criminal and whatever their outcome.

30.3 Indemnity to continue

The indemnity granted by the Company contained in clauses 30.1 and 30.2 shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

31 INTERPRETATION

31.1 The Constitution

This Constitution contains clauses setting out the manner in which the Members of the Company have agreed to conduct the internal administration of the Company.

31.2 Replaceable Rules

The Replaceable Rules do not apply to the Company unless repeated in this Constitution or specifically made applicable to the Company by a provision of this Constitution.

31.3 Definitions

In this Constitution, unless the context otherwise requires:

“ACNC” means the Australian Charities and Not-for-profits Commission.

“ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

“ACNC Regulation” means whichever of the *Australian Charities and Not-for-profits Commission Amendment Regulation 2013* (Cth) or any amended version of that regulation which is in force from time to time.

"Annual Levy" means the annual levy payable by a Member as determined by the Board from time to time.

"Application for Membership" means an application for membership, pursuant to clause 6.4(a)

"Appointed Director" means a director appointed pursuant to clause (c).

"Associate Member" means a person admitted as an associate member of the Company pursuant to clause 6.3.

"Associate Member Director" means a Director elected pursuant to clause (b)(ii).

"Board" means the board of Directors of the Company.

"By-Laws" means the by-laws adopted and amended by the Board from time to time in accordance with clause 23.

"Chair" means the person appointed as Chair in accordance with clause 19.1.

"Charity" means an entity that is registered with the ACNC.

"Committee" means a committee of the Board established pursuant to clause 22.

"Company" means the General Practice Registrars Australia Limited ACN 108 076 704.

"Constitution" means this Constitution as altered or added to from time to time.

"Corporations Act" means the *Corporations Act 2001* (Cth).

"DGR" means a deductible gift recipient as defined by the law.

"Director" includes any person who is elected or appointed to the Board in accordance with the Constitution and is acting in that capacity.

"Directors" means the Directors for the time being or such number of them as have authority to act for the Company, and includes Appointed Directors, Associate Member Directors, Voting Member Directors and the appointed Chair.

"Disciplinary Hearing" means the disciplinary hearing described in clause 6.11.

"Finance Audit and Risk Management Committee" means the Committee established pursuant to clause (a)(i), from time to time.

"Financial Year" means the period of twelve (12) months commencing on 1 July in any year and ending on 30 June in the following year.

"General Practice" means the provision of primary, continuing and comprehensive whole-patient care to individuals, families and their community.

"General Practice Training Program" means a program for the training of General Practice Registrars funded by the Department of Health.

"General Practitioner" means a "medical practitioner" as defined in section 3 of the *Health Insurance Act 1973* (Cth) whose practice involves the provision of primary, continuing and comprehensive whole-patient care to individuals, families and their community.

"Immediate Past President" means the person holding the position of immediate past president of the Company pursuant to clause (d).

"Medical Student" means an individual currently enrolled in an undergraduate or postgraduate educational course at a university or other educational facility that will result in the awarding of a Bachelor of Medicine, Bachelor of Surgery, or equivalent.

"Member" means a person admitted as a member of the Company pursuant to clause 6 including but not limited to a Voting Member or an Associate Member.

"Nominations and Remunerations Committee" means the Committee established pursuant to clause (a)(ii), from time to time.

"President" means the person holding the position of president of the Company pursuant to clause (c).

"President Elect" means the person appointed as President Elect pursuant to clause (a).

"Prevocational Doctor" means a doctor undertaking an internship on completion of a medical degree, before entering specialty training.

"Register" means the register of Members to be kept pursuant to the Corporations Act.

"Registered Office" means the registered office for the time being of the Company.

"Registrar" means a qualified medical practitioner who is undertaking training through a General Practice Training Program.

"Replaceable Rule" has the same meaning as ascribed to it in the Corporations Act.

"Seal" means the common seal (if any) of the Company.

"Secretary" means any person appointed to perform the duties of secretary of the Company, and where appropriate any person appointed to act temporarily as such.

"Voting Member" means a person admitted as a voting member of the Company pursuant to clause 6.2.

"Voting Member Director" means a Director elected pursuant to clause (b)(i).

31.4 Construction

In this Constitution, unless the contrary intention appears:

- (a) words importing;
 - (i) the singular include the plural and vice versa; and
 - (ii) any gender includes the other genders;
- (b) if a word or phrase is defined cognate words and phrases have corresponding definitions;
- (c) "includes" means includes without limitation;
- (d) a reference to:
 - (i) a person includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority;
 - (ii) a person includes its legal personal representatives, successors and assigns;
 - (iii) a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re enactments or replacements of any of them;
 - (iv) a right includes a benefit, remedy, discretion, authority or power;
 - (v) an obligation includes a warranty or representation and a reference to a failure to observe or perform an obligation includes a breach of warranty or representation;
 - (vi) provisions or terms of this document or another document, agreement understanding or arrangement include a reference to both express and implied provisions and terms;
 - (vii) "\$" or "dollars" is a reference to the lawful Currency of Australia;
 - (viii) this or any other document includes the document as varied or replaced and notwithstanding any change in the identity of the parties;
 - (ix) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes facsimile transmission; and
 - (x) any thing (including, without limitation, any amount) is a reference to the whole or any part of it and a reference to a group of things or persons is a reference to any one or more of them.