



CORPORATIONS ACT, 2001
CONSTITUTION
OF A COMPANY LIMITED BY GUARANTEE

In force 30 August 2008

**GENERAL PRACTICE REGISTRARS
AUSTRALIA LIMITED**

ABN: 60 108 076 704

Original document drawn by

WILLIAMS LOVE, LAWYERS

Level 3, Optus Centre
10 Moore Street
CANBERRA ACT 2601
AUSTRALIA
Tel: (02) 6263 6888
Fax: (02) 6263 6899
DX: 5626 CANBERRA

Ref: MXL/JPB

amended June 2008

FEINAUER COMMERCIAL LAWYERS

Level 3, 191 St Georges Tce
Perth, Western Australia 6000
AUSTRALIA

<http://www.feinauer.com.au>
Telephone (+61) (8) 9420 8100
Facsimile (+61) (8) 9420 8188

CONTENTS

1 CAPACITY.....4

2 NOT FOR PERSONAL PROFIT4

3 OBJECTS4

4 LIMITED LIABILITY 5

5 MEMBERS GUARANTEE.....5

6 MEMBERS.....5

6.1 INITIAL MEMBERS 5

6.2 CLASSES OF MEMBERS 5

6.3 ELIGIBILITY TO BE A VOTING MEMBER5

6.4 ELIGIBILITY TO BE AN ASSOCIATE MEMBER 6

6.5 BECOMING A MEMBER6

6.6 REGISTER OF MEMBERS7

6.7 CEASING TO BE A MEMBER.....7

6.8 RESIGNATION.....8

6.9 CLASSES OF MEMBERS8

6.10 DISCIPLINING MEMBERS8

6.11 DISCIPLINARY HEARING8

6.12 NOTICE OF DISCIPLINARY HEARING8

6.13 PROCEEDINGS AT DISCIPLINARY HEARING.....9

6.14 RIGHT OF APPEAL OF A DISCIPLINED MEMBER9

7 GENERAL MEETINGS..... 10

7.1 ANNUAL GENERAL MEETING 10

7.2 DIRECTORS' AND COUNCILLORS' POWER TO CONVENE GENERAL MEETING 10

7.3 MEMBERS' POWER TO CONVENE GENERAL MEETING 10

7.4 NOTICE OF GENERAL MEETING 10

7.5 OMISSION TO GIVE NOTICE 11

7.6 AUDITOR'S RIGHT TO ATTEND GENERAL MEETINGS 11

8 PROCEEDINGS AT GENERAL MEETINGS 11

8.1 SPECIAL BUSINESS 11

8.2 QUORUM..... 11

8.3 LACK OF QUORUM 12

8.4 CHAIRING OF GENERAL MEETINGS 12

8.5 HOW QUESTIONS DECIDED 12

8.6 MINUTES AS EVIDENCE OF RESULT 12

8.7 TAKING OF POLL 13

8.8 ADJOURNMENT 13

8.9 NOTICE OF ADJOURNED MEETING..... 13

9 VOTING OF MEMBERS..... 14

9.1 VOTING RIGHTS 14

9.2 CASTING VOTE..... 14

9.3 RIGHT TO APPOINT ATTORNEY 14

10 PROXIES..... 14

10.1 APPOINTMENT OF PROXY 14

10.2 INSTRUMENT OF PROXY 14

10.3 FORM OF PROXY 15

10.4 PROXY TO BE DEPOSITED AT REGISTERED OFFICE 15

10.5 POWER TO DEMAND POLL..... 15

10.6 IDENTIFICATION OF PROXY 15

10.7 VOTES OF PROXIES 16

11	COUNCILLORS	16
11.1	COUNCIL.....	16
11.2	ELIGIBILITY TO BE A COUNCILLOR	16
11.3	COUNCILLORS' DUTY	16
11.4	VACANCIES	17
11.5	REGISTRAR LIAISON OFFICER REPRESENTATION.....	17
12	TERM AND REMOVAL OF COUNCILLORS.....	17
12.1	TERM OF APPOINTMENT.....	17
12.2	REMOVAL OF COUNCILLORS	17
13	DISQUALIFICATION OF COUNCILLORS.....	17
14	POWERS OF COUNCIL	18
15	COUNCILLORS' CONTRACTS.....	18
15.1	COUNCILLORS' INTERESTS.....	18
15.2	DECLARATION OF INTEREST	19
15.3	RESTRICTIONS ON VOTING	19
16	COUNCILLORS' CONFLICTS OF INTEREST	19
17	PROCEEDINGS OF COUNCIL	19
17.1	MEETINGS	19
17.2	ATTENDANCE BY THE BOARD.....	19
17.3	CALLING COUNCILLORS' MEETINGS.....	20
17.4	AGENDA FOR COUNCILLORS MEETINGS	20
17.5	QUORUM FOR COUNCILLORS MEETINGS	20
17.6	APPOINTMENT OF PROXY	20
17.7	CHAIR OF MEETINGS.....	20
17.8	HOW QUESTIONS DECIDED	21
17.9	NOMINATION OF BOARD.....	21
17.10	COMMITTEES	22
17.11	MEETINGS OF COMMITTEES	22
17.12	WRITTEN RESOLUTION	22
17.13	MEETINGS BY COMMUNICATIONS TECHNOLOGY.....	22
17.14	VALIDITY OF ACTS OF COUNCILLORS	22
17.15	MEMBERS MAY OBSERVE.....	22
17.16	MEMBERS MAY PARTICIPATE.....	23
17.17	MEMBERS MAY BE EXCLUDED.....	23
18	DIRECTORS.....	23
18.1	BOARD OF DIRECTORS	23
18.2	DIRECTORS' DUTY	23
18.3	MEMBERS' NOMINATION.....	23
18.3A	Co OPTED DIRECTORS.....	24
18.4	PROCESS FOR APPOINTMENT	25
18.5	REMUNERATION FOR DIRECTORS	25
18.6	VACANCIES	26
18.7	OFFICE OF CHIEF EXECUTIVE OFFICER	26
19	TERM AND REMOVAL OF DIRECTORS.....	26
19.1	TERM OF APPOINTMENT.....	26
19.2	REMOVAL OF DIRECTORS	26
20	DISQUALIFICATION OF DIRECTORS.....	26
21	ROLE OF THE BOARD	277
22	POWERS OF THE BOARD	277
23	DIRECTORS' CONTRACTS.....	288
23.1	DIRECTOR'S INTERESTS	288

23.2	DECLARATION OF INTEREST	288
23.3	RESTRICTIONS ON VOTING	288
24	DIRECTORS' CONFLICTS OF INTEREST.....	299
25	PROCEEDINGS OF THE BOARD	299
26	BORROWING POWERS.....	299
27	MINUTES.....	29
28	CHAIR AND DEPUTY CHAIR	30
28.1	APPOINTMENT OF CHAIR AND DEPUTY CHAIR	30
28.2	NOMINATIONS FOR CHAIR AND DEPUTY CHAIR.....	30
28.3	INSUFFICIENT NOMINATIONS	30
29	SECRETARY	30
29.1	ELIGIBILITY	30
29.2	APPOINTMENT OF SECRETARY	30
29.3	REMOVAL OF SECRETARY	30
30	FINANCIAL RECORDS	31
30.1	FINANCIAL AND OTHER RECORDS.....	31
30.2	TIME FOR FINANCIAL REPORTS	31
31	FUNDING.....	31
31.1	SOURCE	31
31.2	COMMONWEALTH FUNDS	311
31.3	ANNUAL LEVY	311
31.4	RECEIPT.....	311
32	SEAL	31
33	INSPECTION OF BOOKS	32
34	SERVICE OF DOCUMENTS.....	32
34.1	NOTICES TO MEMBERS	32
34.2	DEEMED SERVICE	32
34.3	PERSONS ENTITLED TO NOTICE OF GENERAL MEETING	32
35	WINDING UP	33
36	INDEMNITY	33
36.1	INDEMNITY	33
36.2	INSURANCE.....	34
37	INTERPRETATION	34
37.1	THE CONSTITUTION.....	34
37.2	REPLACEABLE RULES.....	34
37.3	DEFINITIONS	34
37.4	CONSTRUCTION	367

1 CAPACITY

Subject to the Corporations Act, 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.

2 NOT FOR PERSONAL PROFIT

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 and no portion of it is to be paid or transferred directly or indirectly by way of profit to Members. This does not prevent the payment in good faith:

- (a) of remuneration to any officers or servants of the Company in return for any services rendered to the Company, if such payment is approved by the Directors;
- (b) of remuneration to any Member in return for any services rendered to the Company, if such payment is approved by the Directors;
- (c) for goods supplied in the ordinary and usual course of business;
- (d) of interest at a reasonable and proper rate on money borrowed from any Member;
- (e) of reasonable and proper rent for premises leased or licensed by any Member to the Company; or
- (f) the payment by the Company of annual fees payable to the directors and Councillors as remuneration for their services as Directors and Councillors 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.

3 OBJECTS

The Company is a not-for-profit charitable organisation. The objects for which the Company is established are:

- (a) promoting the prevention or the control of diseases in human beings;
- (b) improving the healthcare of all Australians through excellence in education such as conducting workshops to promote professional development;
- (c) promoting the profession of General Practice in Australia;
- (d) recognising and supporting the needs of General Practice Registrars in Australia; and
- (e) to do all such other things as are incidental or conducive to the attainment of the above objects.

4 LIMITED LIABILITY

The liability of the Members is limited.

5 MEMBERS GUARANTEE

- (a) Every Member undertakes to contribute an amount not exceeding ten dollars (\$10.00) to the property of the Company in the event of its being wound up while that person is a Member or within one year afterwards for:
 - (i) payment of the debts and liabilities of the Company contracted before the time when that Member ceased to be a Member;
 - (ii) the costs, charges and expenses of winding up; and
 - (iii) for an adjustment of the rights of contributories among themselves.

6 MEMBERS

6.1 Initial Members

The first Members of the Company will be each of the members of the Association at the time of conversion of the Association to the Company.

6.2 Classes of Members

Members will be divided into the following classes, namely:

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

6.3 Eligibility to be a Voting Member

- (a) A person is eligible to become a Voting Member if they:
 - (i) are a Registrar or have graduated from a General Practice Training Program during the two years prior to the date of their application to become a Voting Member;
 - (ii) have paid the Annual Levy for the year in which they are seeking Membership; and
 - (iii) have consented in writing to becoming a Voting Member.
- (b) Each Voting Member is entitled to one vote on each resolution at any general meeting or meeting of shareholders.

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

6.4 Eligibility to be an Associate Member

- (a) A person is eligible to become an Associate Member if they:
 - (i) have paid the Annual Levy for the year in which they are seeking Membership;
 - (ii) have consented in writing to becoming an Associate Member;
 - (iii) are a natural person; and
 - (iv) are ineligible to become a Voting Member.
- (b) An Associate Member will automatically become a Voting Member if he or she meets the requirements for Voting Members set out in **clause 6.3(a)**.
- (c) An Associate Member:
 - (i) does not have any voting right at any meeting;
 - (ii) cannot participate in any meeting in any manner, including but not limited to nomination of candidates for any board or council, save and except that he or she may be allowed to observe any meeting if invited by the Directors, subject to any other provisions in this Constitution;
 - (iii) does not have any right to convene a meeting; and
 - (iv) is not entitled to receive notices of and other communications relating to any meeting, save and except that an Associate Member may be notified of meetings through general broadcasts.
- (d) Each Associate Member is bound by the terms of this Constitution.

6.5 Becoming a Member

- (a) A person who is not a Member at the time of incorporation of the Company (or who was a Member at that time but has since ceased to be a Member) must not be admitted to membership unless:
 - (i) the person is eligible to become a Member in accordance with the Constitution; and
 - (ii) the person's admission as a Member is approved by the Directors.
- (b) The Directors will meet within two 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 Directors' powers in this regard, the Directors may resolve generally to admit all persons who have applied and are eligible to become Members and who are not members at a particular time.
- (c) Where the Directors approve the membership of a person or persons, the Directors

must advise the Company of the person or persons being admitted. The Company must enter each such person's name in the register of Members.

- (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 Directors resolve not to admit a person, who is eligible for membership under this Constitution, as a Member, the Company must as soon as possible:
 - (i) notify that person in writing of the decision; and
 - (ii) refund the Annual Levy (if any) paid by the person to the person.

6.6 Register of Members

The Secretary must keep the Register at the Registered Office and must enter in the Register:

- (a) the name and address of each Member;
- (b) the date on which each Member becomes a Member;
- (c) the class of membership for which the Member is qualified;
- (d) the date on which any Member ceases to be a Member or alters their class of membership.

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 if the Member:

- (a) resigns as a Member in accordance with **clause 6.8**;
- (b) dies;
- (c) becomes bankrupt or insolvent or making 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) failing to pay the Annual Levy for a particular year within three months of the payment being due; or
- (g) ceasing to meet the eligibility requirements set out in this Constitution;

6.8 Resignation

A Member may resign as a Member of the Company giving at least one month's written notice to the Company.

6.9 Classes of Members

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

- (a) establish any new class of members and prescribe the qualifications, rights, restrictions and obligations of Members in that class; and
- (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.
- (c) transfer a Member, with the Member's written consent, from membership in one class to membership in another class.

6.10 Disciplining Members

Subject to this Constitution and the Corporations Act, the Directors have the power by resolution to censure, 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 Directors is unbecoming of a Member or prejudicial to the interests, image or welfare of the Company; or
- (c) fails to pay to the Company any moneys due by the Member to the Company after due notice has been given (together "Disciplining Events").

6.11 Disciplinary Hearing

Where the Directors are of the opinion that a Member has committed a Disciplining Event, the Directors may by resolution require the Member to attend a Disciplinary Hearing and show cause why that Member should not be censured, suspended or expelled.

6.12 Notice of Disciplinary Hearing

Where the Directors pass a resolution convening a Disciplinary Hearing, the Company must as soon as practicable cause a notice in writing to be served of the Member:

- (a) stating the date, time and place of the Disciplinary Hearing;
- (b) setting out the resolution of the Company 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 Directors at or prior to that meeting written submissions on the resolution.

6.13 Proceedings at Disciplinary Hearing

- (a) At a Disciplinary Hearing, the Directors will:
 - (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written submission submitted to the Directors 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 Directors pass a resolution at a Disciplinary Hearing, the Company must within seven days after the date of that resolution, give written notice to the Member of that resolution and of the Members right of appeal under **clause 6.14**.
- (c) A resolution passed by the Directors 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 Directors confirm 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 Directors in general meeting against a resolution of the Directors which, is passed at a Disciplinary Hearing, within 7 days after notice of the resolution is served on the Member, by lodging with the Company a notice to that effect.
- (b) Upon receipt of a notice under **clause 6.14(a)**, the Company will notify the Directors who will convene a general meeting of the Company to be held within 42 days after the date on which the Company received the notice or as soon as possible after that date.
- (c) At a general meeting of the Company convened under **clause 6.14(b)**:
 - (i) no business other than the question of the appeal will be transacted;
 - (ii) the Directors 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 Members present will vote by secret ballot on the question of whether the resolution made under **clause 5.9(c)** 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(c)**, 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.

7.2 Directors' and Councillors' power to convene general meeting

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

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 section 249D of the Corporations Act.

7.4 Notice of general meeting

- (a) Subject to the provisions of the Corporations Act as to short notice, not less than 14 days notice of a general meeting, or in the case of a general meeting convened to consider a special resolution not less than 21 days notice, must be given in writing to each Member.
- (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 or more places, the technology that will be used to facilitate this);
 - (ii) the general nature of 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.
- (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 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.

7.6 Auditor's right to attend general meetings

The Auditor 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 Councillors, the Directors and the auditors;
 - (iii) the election of Directors;
 - (iv) the transaction of any business which under the Corporations Act or this Constitution is required to be transacted.

8.2 Quorum

Eight 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. 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 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 Directors appoint by notice to the Members and others entitled to notice of the meeting, and if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, three 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 Chairing of general meetings

The Chair may preside at every general meeting. If the Chair is not present able and willing to act within 30 minutes of the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the Deputy Chair will preside. If the Deputy Chair is not present or declines to take the chair, the Councillors must choose another Councillor as chair. If no Councillor is so chosen or if all the Councillors present decline to take the chair, the Members present must choose one of their own number to chair the meeting.

8.5 How questions 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 Chair of the meeting;
- (b) not less than three 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 5% of the total voting rights of all Members having the right to vote at the meeting,

8.6 Minutes as evidence of result

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

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost or not carded 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 Chair, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.7 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 Chair 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.

8.8 Adjournment

The chair of a general meeting may with the consent of the majority of those 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.

8.9 Notice of adjourned meeting

If a meeting is adjourned for 14 days or more, notice of the adjournment must be given in accordance with **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 vote on each resolution.
- (b) All votes will be given personally or by proxy or attorney but no Director, Councillor or Member entitled to vote may hold more than ten proxies.
- (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, other than the amount of the annual subscription payable in respect of the then current year.

9.2 Casting vote

In the case of an equality of votes, the Chair 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. The Chair has a 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 the presence of at least one witness and (if necessary) duty stamped.

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 as 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 appointor or the appointor's attorney duly authorised in writing and, if and to the extent that the Directors permit, may be in respect of more than one meeting.

10.3 Form of proxy

An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- (a) the Member's name and address;
- (b) the Company's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meeting or meetings at which the appointment may be used.

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 filed in is taken to be in favour of the Chair 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, 24 hours prior to the commencement of the meeting;
 - (ii) a facsimile number at the Registered office, 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 Chair of the meeting before the vote is cast.

11 COUNCILLORS

11.1 Council

There shall be an advisory Council to the Company which shall initially comprise:

- (a) the Registrar Research and Development Officer;
- (b) one Registrar representative from each Regional Training Provider, being Registrar Liaison Officer or their duly authorised nominee, alternate or proxy;
- (c) the Registrar Representative on the Royal Australian College of General Practitioners ("RACGP") Council;
- (d) any person or persons who are Members and directors of GPET;
- (e) the Registrar Representative on the board of the Australian College of Rural and Remote Medicine ("ACRRM");
- (f) the Remote Vocational Training Scheme Registrar Representative;
- (g) the Registrar Representative to the Rural Faculty of the RACGP;
- (h) the Registrar Representative on the faculties or committees of the RACGP, the ACRRM or GPET; and
- (i) such other person or persons as are admitted to the Council by resolution of the Councillors.

11.2 Eligibility to be a Councillor

A person is eligible to be a Councillor if they:

- (a) are a Member entitled to vote; and
- (b) have consented in writing to becoming a Councillor.

11.3 Councillors' duty

In accordance with the Corporations Act, each Councillor 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 Council.

11.4 Vacancies

- (a) If any vacancy occurs in the membership of the Council for any reason, the Councillors may appoint a Member entitled to vote to fill the vacancy and the Member so appointed will hold office subject to this Constitution. The person filling the vacancy shall retire at the next occurring annual general meeting.
- (b) All such appointments must be made by instrument signed by all of the surviving or continuing Councillors or the legal personal representatives of the last surviving or continuing Councillor.

11.5 Registrar Liaison Officer Representation

For the purpose of **clause 11.1**, the Company shall not be obliged to enquire into the authority of the person eligible to be a member of the Council.

12 TERM AND REMOVAL OF COUNCILLORS

12.1 Term of appointment

Subject to **clause 12.2**, each Councillor holds office for as long as they occupy the position (eg Registrar Liaison Officer) which entitles them to be a Councillor and are a Member.

12.2 Removal of Councillors

- (a) The Councillors may by resolution remove any Councillor from office subject to **clause 12.2(b)**.
- (b) No resolution for the removal of a Councillor from office is to be put to a meeting of Councillors unless a notice signed by a Councillor duly qualified to vote at that meeting and signifying the intention of that Council/or to propose that resolution and briefly stating the reasons for the proposed resolution is received by the Company not less than 28 clear days before the date appointed for holding the meeting.

13 DISQUALIFICATION OF COUNCILLORS

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

- (a) dies;
- (b) ceases to be a Councillor by virtue of, or becomes prohibited from being a Councillor because of an order made under, the Corporations Act;
- (c) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Councillor'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) resigns office by providing 14 days written notice to the Company or refuses to act;
- (f) is not present in person or by proxy at two successive meetings of the Councillors without leave of absence from the Councillors;
- (g) 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 Corporations Act;
- (h) ceases to occupy the position (eg Registrar Liaison Officer) which entitles them to be a Councillor;
- (i) ceases to be a Member; or
- (j) is removed from office by a resolution under **clause 12.2**;

14 POWERS OF COUNCIL

The business of the Council is to establish the broad policies of the Company and to give strategic planning advice to the Board and to fulfil those roles reserved for the Council in this Constitution.

15 COUNCILLORS' CONTRACTS

15.1 Councillors' interests

Subject to the Corporations Act:

- (a) no Councillor or proposed Councillor 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 Councillor is in any way interested, entered into by or on behalf of the Company can be avoided merely because of that Councillor's interest; and
- (c) no Councillor who:
 - (i) enters into a contract, agreement or arrangement in which the Councillor 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 Councillor as a result Of his or her being interested or being a director of the other company.

15.2 Declaration of interest

The nature of a Councillor's interest ha any contract, agreement or arrangement must be declared by that Councillor at a meeting of the Council in accordance with the Corporations Act as soon as practicable after the relevant facts have come to his or her knowledge. A general notice that a Councillor is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this clause as regards the Councillor and the transactions. After giving the general notice it is not necessary for the Councillor to give any 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 Councillor under this clause.

15.3 Restrictions on voting

A Councillor who has a material person interest in a matter that is being considered at a Councillor meeting must not:

- (a) be present while the matter (or a proposed resolution under **clause 15.1(c)(ii)** in relation to that matter, whether in relation to that or a different Councillor) 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 Councillor has as a Member common with other Members; or
- (ii) the Councillor have passed a resolution that specifies the Councillor, the interest and the matter, and states that the Councillor voting for the resolution are satisfied that the interest does not disqualify the Councillor from considering or voting on the matter.

16 COUNCILLORS' CONFLICTS OF INTEREST

If a Councillor 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 Councillor, that Councillor must declare at a meeting of the Councillor the fact, nature, character and extent of the conflict.

17 PROCEEDINGS OF COUNCIL

17.1 Meetings

The Councillors will meet at least once in each calendar year for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

17.2 Attendance by the Board

Members of the Board shall be entitled to attend, but not Vote at a Council meeting, unless they are members of the Council in their own right.

17.3 Calling Councillors' meetings

A Councillors' meeting may be called by:

- (a) the Board; or
- (b) not less than eight Councillors,
by giving at least 28 days notice to every other Councillor.

17.4 Agenda for Councillors meetings

The Company will at least 14 days before each meeting circulate to each Councillor an agenda which specifies the general nature of the business to be transacted at the meeting and no business other than that business will be transacted at the meeting, except business which the Councillors and proxies present at the meeting unanimously agree to treat as urgent business. Unless otherwise stated, the business at a meeting will include:

- (a) receiving previous minutes;
- (b) receiving reports from Councillors; and
- (c) receiving reports from the Board.

17.5 Quorum for Councillors meetings

- (a) Any eight Councillors present in person or by proxy and entitled to vote at a Councillors meeting are a quorum at a Councillors' meeting.
- (b) An item of business may not be transacted at a Councillors' meeting unless a quorum is present.
- (c) If within 30 minutes after the time appointed for a Councillors' meeting a quorum is not present, the meeting stands adjourned to the same day in the next week at the same time and place, and if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the adjourned Councillors' meeting is dissolved.

17.6 Appointment of proxy

A Councillor may attend and vote by proxy at a meeting of the Council if the proxy is a Councillor and has been appointed in accordance with **clause 10**.

17.7 Chair of meetings

The Councillors present must elect a person present at the meeting to chair the meeting.

17.8 How questions decided

Subject to clause 17.12, questions arising at any meeting of the Councillors are to be decided by a majority of votes. Each Councillor has one vote and a determination by a majority of the Councillors will for all purposes be deemed a determination of the Councillors. If there is equality of votes at a meeting at which a quorum is present the chairperson has a second or casting vote in addition to a deliberative vote.

17.9 Nomination of Board

- (a) If there are more nominees for the positions on the Board than vacancies, then the nominees shall be determined by election.
- (b) Election Process
 - (i) The method of voting will be by preferential vote by each member of the Council.
 - (ii) The Council members will be notified 7 days before the voting day of the specific member of the GPRA management who will be collating and publishing the results.
 - (iii) Each vote must be made by email addressed to the GPRA management as notified in clause 17.9(ii).
 - (iv) The GPRA management will collate the votes and publish the data within 3 days of the votes being counted.
 - (v) Hardcopy print outs of each email vote will be kept on file held by the GPRA management and may be requested for viewing by the Council.
- (c) Review of the Election Process
 - (i) The Council may nominate one Councillor ('the Nominated Councillor') to scrutinise the voting process in order to ensure compliance with the procedure for voting as set out in this Constitution.
 - (ii) The Nominated Councillor will report in writing to the Council of its findings within 2 days after all the votes have been collated and published.
 - (iii) In the event that the Nominated Councillor reports any non compliance with the voting procedures set out in this Constitution, the Council may but is not required to call for a re-vote.
 - (iv) The Council must meet within 5 days of the Nominated Councillor's report back to the Council.
 - (v) If the Council wishes to call for a re-vote as per clause 17.9(c)(iii), the Council

will within 7 days of such decision inform the member of the GPRA management as notified in clause 17.9(b)(ii) of such a decision; and

(vi) The re-vote must be held within 7 days of such notice under clause (v).

17.10 Committees

The Council may delegate any of their powers to Committees consisting of such Councillors or other persons as the Council thinks fit and may revoke the delegation. Any Committee so formed must comply with the regulations that may be imposed on it by the Council in exercising the Committee's delegated power.

17.11 Meetings of Committees

The meetings of Committees consisting of more than one person are governed by the clauses of this Constitution regulating the meetings of the Directors so far as they are applicable and are not superseded by any regulations made by the Directors under this Constitution.

17.12 Written resolution

Subject to the Corporations Act, a resolution in writing signed by all the Councillors who are for the time being in Australia (not being less than a quorum) is as valid and effectual as if it had been passed at a meeting of the Council duly held. That resolution may consist of several copies of a document each signed by one or more Councillors.

17.13 Meetings by communications technology

A Councillors' meeting may be called or held using any technology consented to by all the Councillors. The consent may be a standing one. A Councillor may only withdraw consent within a reasonable period before the meeting.

17.14 Validity of acts of Councillors

Any act done by any meeting of the Council or by a Committee or by any person acting as a Councillor will be valid even if it is later discovered:

- (a) that there was some defect in the appointment or continuance in office of a Councillor or such other person; or
- (b) that any of them was disqualified or had vacated office or were not entitled to vote.

17.15 Members may observe

Any Member is entitled to observe Councillors' meetings at their own expense, provided notification of attendance is given to a Councillor at least 48 hours prior to the meeting, save and except that an Associate Member may only be allowed to observe any meeting if invited by the Directors. Members do not have a right to vote at Councillors' meetings.

17.16 Members may participate

The Councillors may invite Members not on the Council to be non-voting participants at meetings of the Council. Any such Member must confirm his or her attendance by notice in writing to the Company no less than 28 days before the relevant Councillors' meeting. The Company must provide notice in writing to each Councillor no less than 14 days before the relevant Councillors' meeting, if a non-voting Member is to participate at the meeting.

17.17 Members may be excluded

The chair, at his or her discretion, may exclude Members from observing and/or participating at the Councillors' meeting.

18 DIRECTORS**18.1 Board of Directors**

The Board of Directors shall comprise not more than eight Directors.

18.2 Directors' duty

In accordance with the Corporations Act, 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.

18.3 Members' nomination

Members entitled to vote may recommend to the Council a person as a candidate for appointment to the Board provided in each case that:

- (a) the person is nominated by a Member entitled to vote and seconded by not less than two other Members entitled to vote;
- (b) the nominating Member entitled to vote supplies a brief resume of the nominated person outlining their skills and experience;
- (c) the nomination is in writing and signed by the nominating and seconding Members entitled to vote;
- (d) the nominated person signs a consent to act as Director in writing on which the nominated person undertakes to the Company to act in the best interests of the Company as a whole and not in the interests of any particular Member or group of Members; and
- (e) the nomination, the resume and the consent referred to in this clause are each delivered to the Company not less than six weeks prior to the holding of the annual general meeting.

18.3A Co Opted Directors

18.3A1 Need to Co-opt

- a) 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 an assessment of the skills required by the Directors generally and any director with portfolios.
- b) Co-options will be based on skills and the willingness of prospective directors to be trained to improve or learn skills.
- c) The need for co-option will be based on the ongoing skills audit and any lack of specific skills that are required by the Board. It will also be based on the willingness of directors and co-opted directors to take on the duties requiring those skills.

18.3A2 Process for Co-option

- a) When a Director holding a portfolio resigns from the Board of Directors the Board will assess whether the skill sets to hold that portfolio are already available amongst the Board and whether any existing Director(s) are able and willing to fill the portfolio(s).
- b) Where no existing Director is willing or able to take on the portfolio(s) of the resigning Director, an announcement will be sent to members leading to the election of a new Director. The place on the Board will become protected and limited to candidates with the required skill(s) for the portfolio(s).
- c) Where a specific skill or role is required on the Board and there are no additional places, the size of the Board will grow to accommodate the co-opted Director until the next AGM when the number of Director's places will be reduced to that stated in the Memorandum & Articles of Association.
- d) If a director stands down from holding a portfolio but not from the Board of Directors and the skills to hold that portfolio are not held amongst the Board (or for a director to take on that portfolio would overload that director) and there are no vacancies on the Board, the size of the Board will grow to accommodate the co-opted Director until the next AGM when the number of Directors places will be reduced to the number as stated in the Memorandum & Articles of Association.
- e) So as to avoid contention, Directors should, where possible, give notice of their intention to resign their portfolio.

18.3A3 Rules Governing Co-opted Board Directors

- a) Co-option is a temporary appointment made solely by the Board of Directors in order to fill a skills set embodied in a portfolio.
- b) Skills will be determined by and linked to portfolios as identified and assessed by the Board, in order for it to meet its function of governance.

- c) There may only be a maximum of three co-options in any twelve-month period.
- d) The co-option lasts until the AGM following such a co-option and gives the co-opted Director an opportunity to see whether he or she is suited to the role within GPRA. It also gives GPRA a chance to get to know this Director better.
- e) A co-opted director must comply with the roles and duties of Board Directors as outlined in this constitution and other statutory requirements.
- f) A co-opted director may only stand for election in a Members' Ballot at his or her first AGM following co-option if agreed by the Board of Directors.
- g) The Board of Directors will determine any remuneration attached to the co-opted director's position.

18.3A4 Restrictions to Co-option

- a) Co-option is not available to:
- b) Anyone who is disqualified from holding the position of director or trustee of a company or charity.
- c) Anyone who has had membership refused or permanently withdrawn by GPRA.
- d) Anyone who ever stood for a members' ballot and received more "against" votes than "for" votes.

18.4 Process for appointment

- (a) The appointment of Directors to the Board shall occur at each annual general meeting.
- (b) The Council shall by written notice circulate a list of the candidates for appointment to the Board, which the Board shall publish to the Members entitled to vote in advance of the annual general meeting.
- (c) At the annual general meeting, the Members entitled to vote shall consider and, if thought fit, appoint the recommended people to the Board, provided that if the Council recommend an election for one or more vacancies on the Board, then the notice shall specify the people who shall stand, the number of vacancies and the method of election to be used.
- (d) The Council shall have an unfettered discretion in how it decides upon who and how many people shall be required to be elected from the list of candidates.

18.5 Remuneration for Directors

Directors may receive remuneration for his or her services as a Director, but only as

permitted in **clause 2**.

18.6 Vacancies

- (a) If any vacancy occurs in the membership of the Board for any reason, the Directors may appoint a Member entitled to vote to fill the vacancy and the Member so appointed will hold office subject to this Constitution. The person filling the vacancy shall retire at the next occurring annual general meeting.
- (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.
- (c) Members entitled to vote will be eligible to vote on appointments to Board vacancies at the Company's annual general meeting.

18.7 Office of Chief Executive Officer

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

19 TERM AND REMOVAL OF DIRECTORS

19.1 Term of appointment

- (a) Each Director holds office for two years after which time the Director's office becomes vacant.
- (b) Each year four of the eight Directors holding office will retire.
- (c) A retiring Director is eligible for re-appointment.

19.2 Removal of Directors

- (a) The Members entitled to vote in general meeting may by resolution remove any Director from office subject to **clause 19.2(b)**.
- (b) No resolution for the removal of a Director from office is to be put to a general meeting unless a notice signed by a Member duly qualified to vote at that meeting and signifying the intention of that Member to propose that resolution and briefly stating the reasons for the proposed resolution is received by the Company not less than 28 clear days before the date appointed for holding the meeting.

20 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 14 days written notice to the Company or refuses to act;
- (g) is not present in person or by proxy at the meetings of the Directors for a continuous period of three months without leave of absence from the Directors;
- (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 Corporations Act;
- (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; or
- (k) ceases to be a Member.

21 ROLE OF THE BOARD

The Board shall give full consideration to the policies, advices and plans put to it by the Council, but shall not be bound to follow them. Where the Board adopts a direction different to that of the Council, it shall report that matter and its reasons to the next meeting of the Council, so far as is practicable.

22 POWERS OF THE BOARD

Subject to the Corporations Act and this Constitution, the Directors will:

- (a) manage the business and affairs of the Company;
- (b) present strategic options to the Council;
- (c) have all such other powers as are given to them by the Council (which may be withdrawn by the Council at any time); and
- (d) meet at such times and in such a way as is determined by the Council, and if no determination is made by the Council, as the Directors think fit.

23 DIRECTORS' CONTRACTS

23.1 Director's interests

Subject to the Corporations Act:

- (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.

23.2 Declaration of interest

The nature of a Director's interest in any contract, agreement or arrangement must be declared by that Director at a meeting of the Directors in accordance with the Corporations Act as soon as practicable after the relevant facts have come to his or her knowledge. A general notice that a Director is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this clause as regards the Director and the transactions. After giving the general notice it is not necessary for the Director to give any 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.

23.3 Restrictions on voting

Subject to the Corporations Act, a Director who has a material person interest in a matter that is being considered at a Directors meeting must not:

- (a) be present while the matter (or a proposed resolution under **clause 23.3(c)(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.

24 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 Directors the fact, nature, character and extent of the conflict.

25 PROCEEDINGS OF THE BOARD

The provisions of this Constitution as to the meetings and proceedings of the Council govern meetings and proceedings of the Board so far as they are applicable.

26 BORROWING POWERS

The Directors 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 Directors think fit.

27 MINUTES

The Directors must cause minutes to be kept in accordance with the Corporations Act:

- (a) of the names of the Directors present at each meeting of the Council and of any Committee; and
- (b) of all resolutions and proceedings of general meetings and of meetings of the Council and of Committees.

The minutes must be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next meeting.

28 CHAIR AND DEPUTY CHAIR

28.1 Appointment of Chair and Deputy Chair

The Directors must elect a Chair and Deputy Chair from their own number. The Chair and Deputy Chair will, subject to this Constitution, hold office for a period of one year from the date of their election.

28.2 Nominations for Chair and Deputy Chair

Nominations of candidates (who must be current Directors) for election as Chair or Deputy Chair must be:

- (a) made in writing, signed by at least two other Directors and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (b) delivered to the Company not less than seven days before the date fixed for the Councillors' meeting at which the election is to take place.

28.3 Insufficient nominations

If insufficient nominations are received to fill the positions of Chair and/or Deputy Chair, the candidates nominated (if any) will be deemed to be elected. If no nominations are received by the time specified in **clause 28.2(b)**, further nominations may be received at the relevant meeting. If insufficient further nominations are received, any vacant positions are to be filled in accordance with **clause 18.6**.

29 SECRETARY

29.1 Eligibility

A person is eligible to become the Secretary if that person is a Member or an officer appointed by the Board of Directors.

29.2 Appointment of Secretary

Subject to **clause 1.1**, a Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

29.3 Removal of Secretary

The Secretary may be removed by resolution of the Directors.

30 FINANCIAL RECORDS

30.1 Financial and other records

The Directors must cause proper financial and other records to be kept and provide annual financial reporting to Members entitled to vote as required by the Corporations Act and as required by reason of the Company's: access and use of the Commonwealth Funds and Authorities. The Directors must 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 entitled to vote who are not Directors. No Member (who is not a Director) has the right to inspect any records of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

30.2 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.

31 FUNDING

31.1 Source

The funds of the Company will be derived from the Annual Levy and Commonwealth Government funding (if any) and, subject to any resolution passed by the Company in General Meeting and subject to the Corporations Act, such other sources as the Directors think fit.

31.2 Commonwealth funds

All money received by the Company from the Commonwealth will, subject to any contrary requirement in an agreement with the Commonwealth, be deposited as soon as practicable and without deduction to the credit of the Company's bank account.

31.3 Annual Levy

The Annual Levy payable by Members of the Company shall be such amount and paid in such manner as prescribed by the Directors from time to time.

31.4 Receipt

The Company will as soon as practicable after receiving any money, issue an appropriate receipt.

32 SEAL

The Council may decide that the Company shall have a Common Seal or a duplicate Common 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 Directors. The Directors need not affix the Common 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 Directors for that purpose. The Directors may determine, from time to time the manner by which other instruments are executed by the Company.

33 INSPECTION OF BOOKS

Subject to the Corporations Act, this Constitution and any resolution of the Company in general meeting, the Directors 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.

34 SERVICE OF DOCUMENTS

34.1 Notices to Members

The Company may give notice to a Member entitled to vote :

- (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.

34.2 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) (i) 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.
 - (ii) 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.

34.3 Persons entitled to notice of general meeting

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

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

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

35 WINDING UP

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 shall be transferred to:

- (a) Commonwealth Department of Health and Ageing as the recipient of the surplus of the Grant; and
- (b) the Registrars Scholarship and Research Fund as the recipient of all remaining Company funds.

36 INDEMNITY

36.1 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:

- (a) to another person (other than the Company or a related body corporate) unless the liability:
 - (i) 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
 - (ii) arises out of conduct involving a lack of good faith; and
 - (iii) 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;

- (iv) in defending or resisting criminal proceedings in which the person is found guilty;
- (v) 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
- (vi) in connection with proceedings for relief to the person under the Corporations Law in which the court denies the relief.

36.2 Insurance

Except to the extent precluded by the Corporations Act including section I99B, 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
- (b) for costs and expenses incurred by the person in defending proceedings as such an officer, whether civil or criminal and whatever their outcome.

37 INTERPRETATION

37.1 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.

37.2 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.

37.3 Definitions

In this Constitution, unless the context otherwise requires:

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

"Application for Membership" means an application for membership as set out in the Schedule.

"Associate Member" means a person admitted as an associate member of the Company pursuant to clause 6.4.

"Association" means the General Practice Registrars Association Incorporated ABN 20 573 844 917.

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

"Chair" means the person appointed as Chair in accordance with **clause 1.1**.

"Committee" means a Committee of Directors formed pursuant to **clause 17.9**.

"Consortia" means any body which represents a regional group of current or potential General Practice training providers.

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

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

"Corporations Act" means the Corporations Act 2001.

"Council" means the Council formed pursuant to **clause 11.1**.

"Councillor" means any person who is elected or appointed to the Council in accordance with this Constitution and is acting in that capacity.

"Deputy Chair" means the person appointed as Deputy Chair in accordance with **clause 1.1**.

"Director" includes any person who is elected or appointed to that position 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.

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

"Financial Year" means the period of 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 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.

"General Practice Training Program" means a program for the training of General Practice Registrars funded by General Practice Education and Training Limited.

"Grant" means the grant made to the Company pursuant to an agreement with the Commonwealth of Australia as represented by the Department of Health and Aged Care ABN 83 605 426 759 dated 20 December 2001.

"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.

"Reduced Quorum" means not less than 3 Members present in person or by proxy or attorney and entitled to vote under this Constitution at an adjourned general meeting.

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

"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.

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

"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.

"Regional Training Provider" means a body administering or offering a General Practice Training Program.

"Voting Member" means a person admitted as a voting member of the Company pursuant to clause 6.3.

37.4 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.