

CONSTITUTION

OF

REGIONAL MEDICAL SPECIALISTS ASSOCIATION

INDEX TO THE CONSTITUTION OF THE ASSOCIATION

| | Page |
|--------------------------------------|------|
| NAME..... | 2 |
| DEFINITIONS AND INTERPRETATION..... | 2 |
| REPLACABLE RULES..... | 4 |
| OBJECTS..... | 4 |
| POWERS..... | 5 |
| INCOME AND PROPERTY..... | 7 |
| MEMBERS CONTRIBUTIONS..... | 8 |
| WINDING UP..... | 8 |
| CONTRIBUTIONS..... | 9 |
| MEMBERSHIP..... | 9 |
| CESSATION OF MEMBERSHIP..... | 11 |
| GENERAL MEETINGS..... | 12 |
| PROCEEDINGS AT GENERAL MEETINGS..... | 13 |
| BOARD AND OFFICERS..... | 15 |
| POWER AND DUTIES OF THE BOARD..... | 20 |
| PROCEEDINGS OF THE BOARD..... | 21 |
| ADVISORY COMMITTEES..... | 22 |
| ACCOUNTS..... | 22 |
| AMENDMENTS TO THE CONSTITUTION..... | 23 |
| AUDIT..... | 23 |
| NOTICES..... | 23 |

NAME

1. The name of the Association is “Regional Medical Specialists Association.”

DEFINITIONS AND INTREPRETATION

2. In this constitution:

“Association” means “Regional Medical Specialists Association”;

“Auditor” means the Auditor of the company from time to time;

“Board” means the board of directors of the Association;

“Constitution” means this constitution and all supplementary substituted or amending constitution for the time being in force;

“Medical Practitioner” means a medical practitioner who is registered with the Medical Board of Australia or equivalent body in another country or is retired;

“Meet”, “meeting” and “to meet”, wherever appearing shall mean and permit except as regards to and to the exclusion of any General Meeting, the conduct of a proceeding where the participants are simultaneously present via means of audio or audiovisual electronic device permitting live interaction between the participants and shall not require the participants to be present in the one physical location together in each other’s presence for the proceeding to be a valid proceeding;

“Member” means an individual member who is admitted as a member of the Association;

“Objects” means the objects in Rule 5;

“Register of Members” means the Register of Members kept pursuant to this Constitution;

“Returning Officer” is the person serving as the Returning Officer of the Association;

“Secretary” means any person appointed to perform the duties of a Secretary of the Association and includes Honorary Secretary;

“Sign” includes such electronic methods of signing as the Board may determine from time to time, and “signed” and “signing” have a corresponding meaning;

Expression referring to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing information in the visible form, including without limitation the communication of information in the form of data, text or images by means of guided and/or unguided electromagnetic energy and “written” has a corresponding technology neutral meaning;

Words importing the singular number only include the plural number and words importing the plural number only include the singular.

Words importing the masculine gender include the feminine gender and vice versa.

A person includes a body corporate.

A party includes the party’s executors, administrators, successors and permitted assigns.

A statute, regulation or provision of a statute or regulation (Statutory Provision) includes:

(1) that Statutory Provision as amended or re-enacted from time to time;

(2) a statute, regulation or provision enacted in replacement of that Statutory Provision; and

(3) another regulation or other statutory instrument made or issued under that Statutory Provision.

Money is to Australian dollars, unless otherwise stated.

“Including” and similar expressions are not words of limitation.

A reference to a clause or schedule is a reference to a clause of or a schedule to this Constitution.

A reference to an agreement or document (including, without limitation, a reference to this Constitution) is to the agreement or document as amended, novated or replaced.

Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.

Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.

If an act must be done on a specified day, which is not a Business Day, it must be done instead on the next Business Day.

All references to time are to Australian Eastern Standard time.

The titles “President” and “Chair” are interchangeable.

REPLACABLE RULES

3. The replaceable rules contained in the Corporations Act 2001 do not apply to the Association.

OBJECTS

4. The Association is established for the purposes set out in this constitution.

5. The objects of the Association are the following :-

[a] The primary purpose of the Association is to provide a forum for Medical specialists living and practicing outside the metropolitan areas [including retirees] to discuss ways to improve conditions for VMOs and salaried specialists and improve the equipment available in regional areas,

[b] to hold regular clinical meetings where specialists present reports of the work they are carrying out in regional areas and the results thereof.

[c] To encourage the highest possible standard of medical practice in regional areas

[d] To provide collegial support and communication for specialists who are practicing [or have practiced for most of their professional lives] outside metropolitan areas.

[e] To assist in recruiting specialists for non-metropolitan practice.

[f] To assist in education for non-metropolitan specialist practice.

POWERS

6. For the sole purpose of carrying out the Objects, the Association has the power and capacity to do all such acts, deeds and things as an Association has capacity and power to do, including but not limited:

- a. to accept or refuse any gift, endowment or bequest made to or acquired by the Association generally for the Objects or for the purpose of any specified Object and to undertake, execute and carry out any charitable or other trust which may be considered expedient or desirable in the interest of the Association;
- b. to provide funds or other material benefits by way of grant or otherwise;
- c. to accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Directors from a class of trusts, objects or purposes specified by any person;
- d. to accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- e. to take such lawful steps by personal or written appeal, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;
- f. to publish or contribute to the publication of any periodical, journal or magazine and to print and circulate books, papers, pamphlets and information;
- g. to provide and circulate any annual or other report of the Association and its proceedings and work;

- h. in furtherance on the Objects to buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the company or persons frequenting the Association's premises;
- i. to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the Objects provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such a manner as is allowed by law having regard to such trusts;
- j. to enter into any arrangements with any Government or authority, supreme, municipal local or otherwise that may seem conducive to the Objects wholly or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions;
- k. to appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the Objects
- l. to enter into agreement or arrangement contractual or otherwise, with any other entity whether incorporated or not that may seem conducive to the Objects, either wholly or any of them; and to obtain from any such entity any rights, privileges and concessions which the Association thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions;
- m. to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- n. to invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds and any other investments as might be made by a prudent investor;
- o. to borrow or raise or secure the payment of money in such a manner as the company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Association in any way

and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present and future) and to purchase redeem or pay off any such securities;

- p. to make, draw, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- q. in furtherance of the Objects to sell, improve, manage develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- r. to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- s. to take any gift of property whether subject to any special trust or not, for any one or more of the Objects;
- t. to print and publish any newspapers, periodicals books or leaflets that the Association may think desirable for the promotion of the Objects;
- u. to co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums as may seem appropriate or expedient to the Objects;
- v. to establish any fund, authority, institution, company, society, association or trust in furtherance of the Objects;
- w. in furtherance of the Objects to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more companies, institutions, societies or associations;
- x. to do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association.

Without limiting the generality of the foregoing the Association has the powers set

INCOME AND PROPERTY

7. The income and property of the Association shall be applied solely towards the promotion of the Objects as set forth in this Constitution; and no portion thereof

shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members and no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any person who holds any office of the Association PROVIDED THAT nothing herein shall prevent:

- a. the payment of out of pocket expenses incurred by the Association's directors;
 - b. the payment of interest at a rate not exceeding interest at a rate which does not exceed 2% of the rate being charged by the Commonwealth Bank on ordinary overdraft accounts for sums exceeding \$100,000 for overdrawn accounts on money lent or reasonable and proper rent for premises demised or lent by any Member or officer of the Company to the Company;
 - c. the indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this Constitution;
 - d. the payment in good faith of remuneration to any Member or director of the Association in return for any services rendered or goods supplied to the Association; or
 - e. payment for reasonable and commercial rent for premises leased by any Member or officer or employee of the Association.
8. Any allocation of income, donations or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.

MEMBERS CONTRIBUTION

9. Every member undertakes to contribute to the property of the association in the event of it being wound up while the Member is a Member, or within one (1) year after the Member ceases to be a member, for the payment of the debts and liabilities of the Association contracted before the Member ceases to be a Member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

WINDING UP

10. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall

not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution which:

- a. has similar objects to the Objects;
- b. is approved by the Commissioner of Taxation as a Health Promotion Charity and endorsed by the Australian Taxation Office as a Deductible Gift Recipient; and
- c. is an institution whose objects prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association.

CONTRIBUTIONS

11. Upon receipt by the Association of a contribution of money or property, the Board must determine, within a reasonable time, whether the contribution is a:

- a. subscription for membership;
- b. gift;
- c. grant; or
- d. sponsorship.

If the Board determines that the contribution is a subscription, a grant or sponsorship, then the money or property must be deposited in a general account and may be used by the Association in pursuit of the Objectives.

MEMBERSHIP

12. There shall be no limit on the number of persons who may be registered as Members.

13. A Member shall be a natural person who shall meet each of the following criteria:

- a. Be a registered [or retired] medical practitioner with appropriate postgraduate specialist qualification;
- b. Apply to the Board for acceptance as a Member;
- c. Be 18 years of age or older;
- d. Be approved by the board;

- e. Pay the subscription fee for membership as determined by the Association from time to time;
- f. Such other natural persons that the Board shall from time to time deem appropriate.

14. The process for application for membership shall be as follows:

- a. A person who wishes to become a Member must apply for membership to the Board in writing in such form as the Board from time to time directs, supplying details of professional and residential addresses and specialty.
- b. The Board must consider each application at a board meeting and must at the Board meeting or the next Board meeting accept or reject that application.
- c. In no case shall the Board be required to give any reason for the rejection of an applicant, but no person shall be rejected for membership on the basis of race, colour, religion, gender or sexual preference.
- d. An Applicant whose application for membership of the Association is rejected must, if he or she wishes to seek review of that decision, give notice to the Secretary of his or her intention to do so within a period of fourteen (14) days from the date he or she is advised of the rejection.
- e. When notice is given under sub-Rule d. of this rule, the Board must either, by ordinary resolution, confirm or set aside their decision to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or make representation in writing to the Board.
- f. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of the applicant's acceptance.

15. The persons who consent to be the initial members of this Association and such persons as the Board shall admit to membership in accordance with this Constitution shall, subject to this Rule, be Members of the Association.

16. A Member shall have all rights conferred on a Member by this Constitution including the right to attend and to vote at Annual General Meetings and General Meetings of the Association.

17. Every application for membership of the Association shall be made in writing, signed by the applicant.
18. A register of Members shall be kept at the Company's office which shall be kept up to date by the Secretary and which shall contain the full names and addresses of all Members, together with:
 - a. the date of admission to and cessation of membership of each Member, and
 - b. such other information as the Board may from time to time determine.

The register of Members may be kept using such technological means as the Board may determine from time to time.

19. Each member shall notify the Secretary in writing of any change in that Member's name or address within a period of one (1) month following such a change.
20. A Member shall pay such annual subscriptions as the Board may determine. The Board may:
 - a. set the amount of subscriptions and the manner of payment by Members in such manner as it may consider fit; and
 - b. set different rates of subscription for different categories of membership of the Company.
 - c. There will be an initial membership fee of one hundred dollars.

CESSATION OF MEMBERSHIP

21. A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Association.
22. If any Member shall:
 - a. willfully refuse or neglect to comply with the provisions of the Constitution; or
 - b. be guilty of any conduct which in the opinion of the Board is:
 - i. unbecoming of a Member; or
 - ii. prejudicial to the interests of the company

the Board shall have power by special resolution of the Board to expel the

Member from the Company and to erase the Member's name from the register of Members PROVIDED THAT at least one (1) month before the meeting of the Board at which such a resolution is passed the Member shall have had notice of such meeting and of what is alleged against that Member and of the intended resolution and that Member shall at such meeting and before the passing of such resolution have opportunity to give orally or in writing any explanation or defence the Member may think fit.

23. A Member shall cease to be a Member:

- a. on a liquidation or winding up of the Member except for the purposes of reconstruction or amalgamation; or
- b. non payment of any subscription that is determined in accordance with Rule 34 for a period of ten [10] months.

GENERAL MEETINGS

24. The first General Meeting shall be held at such a time determined by the founders of the Association.

25. An Annual General Meeting of the Company shall be held as determined by the founders of the Association. All meetings other than the Annual General Meetings shall be called General Meetings.

26. A General Meeting shall be convened by any director of the Board whenever he or she thinks fit to convene such a General Meeting and General Meetings shall be convened on such requisition, or in default may be convened by such requisitionists as provided for by this constitution.

27. A General Meeting shall also be convened on requisition of 5% of the Members who have signed demands for a General Meeting in identical words stating the purpose of the meeting.

28. At least twenty one (21) days notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association. If a special resolution is to be proposed at the meeting the notice must set out an intention to propose the special resolution and state that resolution.

29. All business transacted at a General Meeting of Members shall be deemed to be General Business unless by law or by this Constitution it is deemed to be Special Business which requires the passing of a Special Resolution.

PROCEEDINGS AT GENERAL MEETINGS

30. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
31. Save as herein otherwise provided, a quorum is constituted by such number of Members which is equal to five percent of the total number of Members entitled to vote at that meeting or three [3] Members entitled to vote at that meeting, whichever is the lesser number. For the purpose of this rule "Member" includes a person attending as a proxy.
32. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, or in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two (2)) shall be a quorum.
33. The President shall preside at every Annual General Meeting and General Meeting or if there is no chair, or if the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall act as Chair or if the Vice-President is not present or is unwilling to act then the Members present and entitled to vote at that meeting shall elect one of their number to be Chair.
34. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.
35. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:
 - a. by the Chair: or
 - b. by at least three (3) Members entitled to vote on that resolution present in person or by proxy.
36. A poll may be demanded:
 - a. before a vote is taken;

- b. before the voting results on a show of hands is declared; or
- c. immediately after the voting results on a show of hands are declared.

37. Unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

38. Before a vote is taken the Chair must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.

39. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on a question of adjournment shall be taken forthwith.

40. In the case of an equality of votes, whether on a show of hands or on a poll, the motion shall be resolved in the negative.

41. A Member may vote in person or by proxy or by attorney.

42. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing. The signature of the appointor or his or her attorney shall be witnessed by a person other than the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.

43. [a] The instrument appointing a proxy may be in the following form or in a common or usual form:

Iof.....being a Member of the Regional Medical Specialists Association, hereby appoint.....of.....or failing him/her...of...as my proxy to vote for me on my behalf at the Annual or General Meeting of the Company to be held on theday of..... and at any adjournment thereof.

My proxy is hereby authorized to vote “in favour of/against/abstain from the following resolutions:

Signed this.....day of.....

Note: in the event of the Member desiring to vote for or against any resolution he or she shall instruct his or her proxy accordingly, unless otherwise indicated the proxy may vote as he or she thinks fit.

[b] No member shall exercise more than three [3] proxy votes at a General Meeting.

44. A resolution in writing and duly signed by all the Members entitled to vote on the resolution and containing a statement that they are in favour of the resolution shall be valid as if it had been passed at a duly convened meeting of Members. Such resolution may consist of several documents in identical form signed by one or more Members.

45. If the Association has only one (1) Member and the Member records in writing his or her decision to a particular effect the recording of the decision and signing of the record counts as the passing by the Member of a resolution to that effect.

46. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Association or at such other place within Australia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

47. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

BOARD AND OFFICERS

48. The first Board of the Association will be elected at the first meeting of the Association, and may include persons not present at the first meeting. At that meeting ten [10] members will be elected to the Board of Directors, and those Directors will then elect the following Officers:-

President:

Vice-President,

Secretary and Public Officer:

Treasurer:

49. The Directors elected at the first meeting will hold office until the first Annual General Meeting, and directors elected at that and subsequent Annual General Meetings will hold office for two [2] years. Following the first Annual General Meeting, the Board shall at all times consist of ten [10]persons.
50. Immediately following each AGM the Officers will be elected by the ten directors.
51. No director shall be entitled to appoint an alternate director.
52. The officers and other directors of the Board shall be appointed in accordance with this Rule :
 - a. Where there is a vacancy on the Board for a director or directors the Board may appoint members to those positions and such directors may hold office only till the next AGM and then those persons may stand for election.
 - b. For election of directors at an Annual General Meeting the Association shall give a minimum of forty two (42) days notice to all Members calling for nominations;
 - c. All nominations of candidates for all Board positions shall be:
 - [i] in writing and signed by the nominee;
 - [ii] lodged with the Secretary at least thirty [30] days before the Annual General Meeting at which the election is to take place;
 - d. The Board may declare a nomination invalid and the candidate ineligible for election if the candidate's nomination form has not been fully completed or the information provided on the nomination form is false or misleading;
 - e. [i] Candidates will be given the opportunity to submit a CV of not more than 250 words with her or his nomination form and this will be circulated to all members by the Returning Officer.

[ii] A list of the candidates names in alphabetical order shall be emailed promptly to all members and posted in a conspicuous place at the office of the Association for at least fourteen (14) days immediately preceding the Annual General Meeting and in a conspicuous place at the Annual Scientific Meeting;

- f. If the number of candidates nominated does not exceed the number of vacancies, then those persons nominated will be deemed to be duly elected and will be declared duly elected;
- g. If the number of candidates nominated is greater than the number of vacancies, then, at the determination of the Board, the vacancies shall be determined either
 - i. at the Annual General Meeting by ordinary resolution of Members (voting in person or by proxy); or
 - ii. by ballot, in which case the procedure for the ballot will be as set out in sub-Rules 53 h. to 52 w;
- h. If an election by ballot is conducted, the Board of the Association shall appoint a Returning Officer who may not be a member of the Board, an employee of the Association or an employee of an organisation regularly supplying goods or services to the Association, including supplying legal or audit advice,
- i. The ballot shall be under the control of the Returning Officer who shall use the method of counting votes nominated by the Board, and shall determine whether or not ballot papers are informal and any other matters arising in connection with the ballot and his decision shall prevail.
- j. The Returning Officer will include with the notice of meeting a notice setting out that the candidates for election exceed the number of vacancies and that a ballot is to be held, together with any necessary ballot paper.
- k. Ballot papers will show the full names of all candidates in alphabetical order.
- l. Members entitled to vote may vote shall do so by post.
- m. Each member entitled to vote shall not be required to vote for more than one candidate.
- n. The retiring directors will continue in office until the new directors determined pursuant to the ballot are declared to be elected. Such a declaration will be made by the Chairman of the Annual General Meeting, and the Annual General Meeting will not be declared ended until the final result of the ballot has been announced, and the new directors declared to be duly elected.
- o. The “First Past the Post” voting system or other orthodox system approved

by the Board shall be used to count the votes.

- p. If at any ballot the number of votes cast for two (2) or more candidates is equal the Returning Officer will request those candidates to draw lots and if any or all decline the Returning Officer shall draw lots for them and shall in accordance with the result therefore declare which of such candidates is successful in the ballot.
- q. The Board will determine such other rules and procedures in relation to the conduct of the ballot, as the Board considers desirable to ensure the integrity of the ballot.
- r. No member shall be entitled to nominate for any office or vote unless that Member has paid in full any subscriptions due to the Association.
- s. The Returning Officer shall report to the Board the result of the election.
- t. If the number of candidates nominated does not reach the number of vacancies for the Board, the Chairman may call for nominations at the Annual General meeting. The nomination and the election of such candidates is to be determined by ordinary resolution of Members voting in person or by proxy.
- u. Candidates for election shall be informed of the location, date and time of the opening of the envelopes containing the ballot papers, and may attend in person or nominate another person as a scrutineer, to be present at the opening of the envelopes and the counting of the votes.
- v. If an election by ballot is to be conducted the Board of the Association shall appoint a Returning Officer who is not an Officer of the Association and is not an employee of the Association or of an organization regularly providing goods or services to the Association.

53. The first Directors elected shall hold office until the first Annual General Meeting and Directors elected at the first and subsequent AGMs will hold office for two [2] years from the date of appointment.

54. The Board shall have power at any time, and from time to time, to appoint any person to the Board to fill a casual vacancy but so that the total number of officers or other director on the Board shall not at any time exceed the number fixed in accordance with this Constitution. Any director so appointed:

- a. shall hold office only until the next following Annual General Meeting and is eligible for re-election; and

- b. is not taken into account in deciding the rotation or retirement of directors or the number of them to retire under Rule.

55. At each Annual General Meeting, following the first Annual General Meeting:

- a. one (1) director who is a Member (who is not appointed and required to retire under Rule 54.);
- b. one (1) director who is appointed pursuant to Rule 52.

must retire from office and will be eligible for re-election.

The directors who are required to retire pursuant to this Rule are those who have held office the longest since last being elected or appointed. If two (2) or more directors have been in office for the same period, those directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire. If they do not agree to draw lots a game of “two up” may be played to decide who will retire.

56. The office of a director on the Board shall become vacant if the director:

- a. ceases to be a director on the Board ;
- b. becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- c. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- d. resigns his or her office by notice in writing to the Association;
- e. for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period; or
- f. is directly or indirectly interested in any contract or proposed contract with the Association provided however that a director shall not vacate his or her office by reason of his or her being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Association if such a corporation, society or association is amongst the class of companies referred to in the proviso of Rule 7. of this Constitution of the Association and if he or she shall have declared that nature of his or her interest; provided always that nothing in this Rule shall affect the operation of Rule 6 of this Constitution.

57. The Board may from time to time invite an adviser or advisers to advise the Board on any matter relating to the Objects, the management or governance of the

Association, or any other matter concerning the Association. Such advisers will not be entitled to vote and shall be appointed at the absolute discretion of the Board for whatever period and under whatever conditions the Board sees fit.

58. The directors shall be:

- a. paid such remuneration as is from time to time determined by the Association in General Meeting; and
- b. reimbursed for all reasonable travelling and other expenses (as determined by the Board from time to time) incurred by them in carrying out the business of the Association.

POWERS AND DUTIES OF THE BOARD

59. The business of the Association shall be managed by the Board who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by the provisions of this Constitution, required to be exercised by the Association in General Meeting, subject nevertheless, to the provisions of this Constitution, and to such regulations, being not inconsistent with the provisions of this Constitution as may be prescribed by the Association in General Meeting; provided that any rule, regulation or by-law of the Association made by the Board may be disallowed by the Association in General Meeting and provided further that no resolution of or regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

60. The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.

61. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts of money paid to the Association, shall be signed, drawn accepted, endorsed or otherwise executed, as the case may be, by any two (2) directors on the Board or in such other manner as the Board from time to time determines.

62. The Board may delegate any of its powers except the power to delegate.

63. The Board may exercise all powers relating to the appointment and/or dismissal of staff.

64. The Board shall cause minutes to be made of;

- a. all appointments of officers;
- b. the names of directors on the Board present at all meetings of the Association and of the Board; and
- c. all proceedings at all meetings of the Company and of the Board.

All Board minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting, or if the minutes are unavailable at the next meeting then at the earliest opportunity afforded by a subsequent meeting.

PROCEEDINGS OF THE BOARD

- 65. The Board may meet together, or confer by telephone conference, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but not less than two (2) times each calendar year. A director on the Board may at any time and the Secretary shall on the requisition of a director on the Board summon a meeting of the Board.
- 66. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the directors on the Board shall for all purposes be deemed determination of the Board. In a case of an equality of votes the matter will be determined in the negative.
- 67. A director on the Board shall not vote in respect of any contract or proposed contract with the Company in which he or she is interested, or any matter arising there out of, and if he or she does so vote his or her vote shall not be counted.
- 68. The quorum necessary for the transaction of the business of the Board shall be three (3) or such greater number as may be fixed by the Board.
- 69. The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the number necessary to form a quorum of the Board; the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or summoning a General Meeting of the Association but for no other purpose.
- 70. The Chair shall preside at every meeting of the Board, or if there is no Chair or if at any meeting he or she is not present within ten (10) minutes after the time appointed for holding the meeting, the Deputy Chair shall be Chair. If the Deputy Chair is not present at the meeting then the directors may choose one of their number to be Chair of the meeting.
- 71. All acts done by any meeting of the Board or by any person acting as a director on

the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director on the Board or person acting as aforesaid or that the directors on the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director on the Board.

72. A resolution in writing signed by all the directors on the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors on the Board.

ADVISORY COMMITTEES

73. The Board may
- a. establish one or more advisory committees; and
 - b. appoint or remove, or make provision for the appointment and removal or members of the advisory committees.
74. Each advisory committee will consist of a single individual or the number of individuals that the Board decides.
75. The directors may terminate an advisory committee at any time.
76. The functions of each advisory committee will be determined by the Board and subject to any such decision, will be to recommend to the directors how decisions should be made in furtherance of the Objects.
77. The Board may specify:
- a. the manner in which proceedings or each advisory committee are to be conducted;
 - b. the matters which the advisory committee must consider in carrying out its functions; and
 - c. any other matters concerning the advisory committee or its functions that the Board decides.

ACCOUNTS

78. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes

- place and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this Constitution shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the Members.
79. The Board shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account, and be circulated to members at least two weeks before the AGM.
80. The Company must issue receipts for all amounts and property received and those receipts must state the name of the Association;
81. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of Members not being directors on the Board, and no Member (not being a director on the Board) shall have any right of inspecting any account or book or paper of the Association except as conferred by the Constitution or authorised by the Board or by the Association in General Meeting.

AMENDMENTS TO CONSTITUTION

82. No alteration or addition to this Constitution shall be made which may be inconsistent with the Objects.
83. Amendment to this Constitution is to be by special resolution requiring sixty [60] per cent support of the Members entitled to vote at a General Meeting or Annual General Meeting and casting a vote.

AUDIT

84. A properly qualified Auditor or Auditors shall be appointed and his or her or their remuneration fixed and duties regulated in accordance with the Constitution.

NOTICES

85. A Notice may be given by the Association to any Member entitled to receive notice:

- a. personally; or
- b. by sending it by post to him or her at his or her registered address within in the State supplied by him or her to the Association for the giving of notices to him or her; where a notice is sent by post, service of that notice shall be deemed to be effected in the case of a notice of a meeting three (3) days after it is posted, and in any other case at the time at which the letter would be delivered in the ordinary course or post; or
- c. by sending it to the facsimile number or electronic address (if any) nominated by the Member. A notice sent by facsimile or other electronic means is deemed to be given on the business day after it is sent.

86. Notice of every General Meeting shall be given in any manner herein before authorised to:

- a. every Member except those Members who (having no registered address within Australia) have not supplied to the Company an address within Australia for the giving of notices to them; and
- b. the Auditor or Auditors for the time being of the Company; and
- c. each director on the Board.

87. NOTWITHSTANDING anything contained in these present, the Association may adopt any by-laws, standing orders or Constitutional Rules as may be passed from time to time at any General Meeting of the Company.

At the inaugural general meeting of the Association on 7 April 2018 the following Officers were elected:-

President: Peter Hughes, of 5 Ryan St, Curtin ACT
 Vice-President: Adrian Aitken, of 134 Guthridge Parade, Sale, Victoria
 Secretary: Martin Ching, of 200 Malop St, Geelong, Victoria
 Treasurer: Balaji Bikshandi, of North West Regional Hospital, Burnie, Tasmania

Other directors elected at that meeting were:-

Geoffrey Chu, of 108 Prince St, Orange NSW
 Mark de Souza, of 57 Bridge Rd, Nowra NSW
 Peter Hinchcliffe, of 136 Marius St, Tamworth NSW
 Henry Hook, of 60 McNamara St, Orange NSW
 Leslie Yeaman, of 9 Bowna Park Drive, Tabletop, Albury NSW
 Robert Gray, of 8 Zupps Rd, Middle Ridge, Toowoomba Queensland

