



Adelaide Hills

Division of General Practice Inc.

CONSTITUTION OF THE ADELAIDE HILLS DIVISION OF GENERAL PRACTICE INC

1 Name

The name of the Incorporated Association is the ADELAIDE HILLS DIVISION OF GENERAL PRACTICE referred to herein as “the Association”.

2 Definitions

In these rules, unless the contrary intention appears:

- **2.1** “Board” means the Board of Governance of the Association.
- **2.2** “Meeting” means a general meeting of members of the Association convened in accordance with these rules.
- **2.3** “Member” means a member of the Association as defined in Section 5 of these rules.
- **2.4** “The Act” means the Associations Incorporation Act 1985.
- **2.5** “The Regulations” means the Associations Incorporations Regulations 1993.
- **2.6** “Annual General Meeting” means the annual Meeting of the Association.
- **2.7** “Board Member” means a member of the Board.
- **2.8** “Financial Member” means a member of the Association whose yearly subscription fee is paid.
- **2.9** “Special Meeting” means a Meeting other than the Annual General Meeting.
- **2.10** “Region” means the area serviced by the Adelaide Hills Division of General Practice.
- **2.11** “Allied Health Professional” means health professionals who:
 - Are involved in health care / health related care such as direct treatment, assessment, primary health care, community care, health promotion in either the private sector or the public sector; [and]
 - Have representation of their discipline employed within the public health system; [and]
 - Are tertiary trained at a recognised university course and required to obtain specific qualifications to either be registered or to join a professional association.

3 Objects of the Association

The objects for which the Association is formed are:

- **3.1** To improve patient care and health status in the local communities in the Adelaide Hills and Mt Barker areas of South Australia by improving the networking of General Practitioners, General Practice, health care providers, and other allied health professionals.
- **3.2** To provide the infrastructure to promote better communications for General Practitioners amongst themselves, other health care providers, Governments and Government instrumentalities and with the community generally.
- **3.3** To improve the professional life of General Practitioners in the Division by providing continuing education, a focus for research, locum recruitment, undergraduate and postgraduate activities for members of the Association, as well as supporting GP families.
- **3.4** To facilitate the implementation of National Health goals and targets.

- **3.5** Any other objects which the Association may decide upon from time to time which are not inconsistent with the above objects and purposes.
- **3.6** To advocate for improved primary health care in the region.

4 Powers of the Association

The Association shall have all the powers conferred by Section 25 of the Act.

5 Membership of the Association

- **5.1** Membership of the Association shall be available to any General Practitioner who has a practice or practices medicine within the region and applies to join the Association and is of good standing.
- **5.2** Associate membership, which does not permit voting rights, shall be available to other interested persons including interns, registrars, non-General Practitioner health service providers, Allied Health professionals, specialist medical practitioners, and General Practitioners residing but not practising in the region.
- **5.3** The Board shall have the discretionary power to determine eligibility of membership status in unclear cases.

6 Subscriptions

- **6.1** The subscription fees shall be the sum as determined by the Board.
- **6.2** Subscription fees shall be payable annually on a specific date or at other times as determined by the Board.
- **6.3** Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association.
- **6.4** The Board may re-instate membership on such terms as it thinks fit.

7 Resignation

A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association.

8 Expulsion of a Member

- **8.1** Subject to giving a member an opportunity to be heard or to make a written submission the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- **8.2** Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined.
- **8.3** The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 8. 4 cease to be a member fourteen days after the Board has communicated its determination to him or her.
- **8.4** It shall be open to a member to appeal to the Association in General Meeting against the expulsion. The intention to appeal shall be communicated to the Board within fourteen days after the determination of the Board has been communicated to the member.
- **8.5** In the event of an appeal under subrule 4 the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in General Meeting after the appellant has been heard, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

9 The Board of Governance.

- **9.1** The affairs of the Association shall be managed and controlled exclusively by a Board which in addition to any power and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association and are not

by the Act or by these rules required to be done by the Association in the Annual General Meeting.

- **9.2** The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a Public Officer required by the Act and may discuss or delegate any of its powers to such officers and employees.
- **9.3** The Board may be composed of up to 9 delegates with an absolute minimum of 7. Up to 3 members shall be non-GPs appointed under the terms and conditions as laid down by the Board from time to time, with the remaining delegates shall be General Practitioners who fit the membership criteria outlined in 5.1. and will be elected to the position by the membership. A Board member's term will be two years with half of the GP Board members being elected and half of the non-GP members appointed as appropriate in any given year. Where the Board consists of an odd number of members the half election shall be adjusted accordingly, (e.g. a Board of 7 shall have 3 positions up for election in the first year and 4 in the second and so on).
- **9.4** The Board shall have the power to co-opt up to two non-voting delegates for what ever purposes the Board sees fit. Such appointments are to be a unanimous decision of the Board and shall hold office until the next Annual General Meeting.
- **9.5** The Board shall have the power to appoint sub-committees and to co-opt members for such purposes.
- **9.6** At all AGMs, the positions of the GP members due to stand down will be open for re-election.
- **9.7** The newly elected Board shall appoint a Chairperson, Chair of Finance Sub-Committee and Chair of Governance and Planning Sub-Committee at the commencement of the next Board meeting.
- **9.8** The Board may appoint a natural person to fill a casual vacancy and such a Board member shall hold office until the next Annual General Meeting and shall be eligible for election.
- **9.9** The Board may establish sub committees to deal with its business under delegated authority. Such sub committees must have Board approval for any decisions made.

10 Disqualification of Board Members

The office of a Board member shall become vacant if the board member is:

- a) disqualified by the Act
- b) expelled under these rules
- c) permanently incapacitated by ill health
- d) absent without apology from more than three consecutive meetings
- e) absent without apology from more than three meetings in the year between Annual General Meetings.

11 Proceedings of the Board

- **11.1** The Board shall meet together for the dispatch of business at least six times per year.
- **11.2** Questions arising at any meeting shall be decided by a majority of votes and in the event of equality of votes the Chairperson shall have the casting vote.
- **11.3** A quorum for a meeting of the Board shall be four members.
- **11.4** Members are permitted to be present at meetings of the Board but the Board shall reserve the right to conduct business in private for matters in which confidentiality is appropriate.
- **11.5** A member of the Board having pecuniary interest in business with the Association must disclose that interest to the Board as required by the Act and shall absent himself or herself from the meeting when such business is under discussion and shall not vote on such business.

- **11.6** Proceedings of the Board will be recorded in minutes, which shall be circulated or otherwise made available to members of the Association.

12 Financial Year

The financial year will be from 1st July to 30th June each year.

13 Borrowing Powers

- **13.1** Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit and may secure the repayment thereof by charging the property of the Association.
- **13.2** Subject to Section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

14 Rules of the Association

- **14.1** Subject to approval by a resolution of the members of the Association, these rules may be altered, including an alteration to name, or be rescinded and replaced by substituted rules. Such an alteration shall be registered as required by the Act and notified to the Australian Taxation Office within one month of being passed.
- **14.2** The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

15 The Seal of the Association

- **15.1** The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- **15.2** The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by any two of the Chairperson, Secretary, or Public Officer.
- **15.3** The seal shall be kept in the custody of the Treasurer or such other person as the Board may determine.

16 Meetings

- **16.1** The Board shall call a Special Meeting of the Association at any time and shall call an Annual General Meeting in accordance with the Act.
- **16.2** The first Annual General Meeting shall be held within eighteen months of the incorporation of the Association and thereafter within five months after the end of its financial year.
- **16.3** Upon a requisition in writing of not less than five of the total number of members of the Association the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- **16.4** Every requisition for a Special General Meeting shall be signed by the members making it, and shall state the purpose of the meeting.
- **16.5** If a Special General Meeting is not convened within one month as required by rule 16.3 the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- **16.6** Subject to sub-rule 16.8 at least fourteen days notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature of the order of business to be transacted at the meeting.

- **16.7** In the case of an Annual General Meeting the order of business at the meeting shall be the consideration of the accounts, reports of the Board and the Auditors, the appointment of auditors and Board members (if required) and any other business requiring consideration by the Association in General Meeting.
- **16.8** Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one days prior to the date of the meeting.
- **16.9** A notice may be given by the Association to any member by serving the member with the notice personally or by sending it by post, or by electronic transmission of text to the address appearing in the register of members.
- **16.10** Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary mail.

17 Proceedings At Meetings

- **17.1** Five members present personally shall constitute a quorum at any General Meeting.
- **17.2** If within thirty minutes after the time appointed for the meeting a quorum of members is not present a meeting convened upon a requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if any such adjourned meeting fails to achieve a quorum, then the members present shall be considered a quorum.
- **17.3** The Chairperson of the Board shall preside as Chairperson at every General Meeting of the Association. If there is no Chairperson, then a Board member chosen by the meeting shall preside over the meeting.
- **17.4** If there is no such Chairperson within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson.
- **17.5** The Chairperson 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 transacted at the meeting from which the adjournment took place.
- **17.6** When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- **17.7** At any General Meeting a resolution put to vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the numbers or proportion of the votes recorded in favour of, or against, the resolution.
- **17.8** If a poll is demanded by the Chairperson of the meeting or by three or more of the members present personally, it shall be taken in such manner as the Chairperson directs. The result of such a poll shall be the resolution of the meeting, except that in the case of a special resolution a wherein a majority of not less than three quarters of the members present entitled to vote shall carry the resolution.

18 Minutes of Meetings

- **18.1** Proper minutes of all proceedings of meetings of the Association and of meetings of the Board, and sub-committees shall be entered within one month after the relevant meeting in minute books kept for this purpose.
- **18.2** The minutes kept pursuant to this rule shall be signed by the Chairpersons of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- **18.3** Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, and that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid.

19 Voting Rights

Subject to these rules each financial member present at a meeting will be entitled to one vote.

20 Proxies

Proxy votes may be accepted on resolutions or appointments on the discretion of the Board. In these cases a member can appoint in writing a natural person, who is also a member of the Association, to be his or her proxy and attend and vote at a meeting of the Association.

21 Accounts

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

22 Non Profit

The assets and income of the Association shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

23 Gift Fund

- **23.1** The Association shall establish and maintain a gift fund.
- **23.2** The gift fund shall be applied only for the principal objects of the Association set out in clauses 3.1 to 3.4 (inclusive)
- **23.3** All gifts of money or property which are for the principal purposes of the Association will be applied to the gift fund.
- **23.4** No money or property other than that to be applied to the gift fund pursuant to clause will be applied to the gift fund.
- **23.5** If the gift fund is wound up or endorsement of the Association pursuant to the *Income Tax Assessment Act, 1997* (“**ITAA**”) as a gift recipient is revoked, any surplus assets of the gift fund will be forthwith transferred to another fund, authority or institution as determined by the Board of Governance which has objects similar to those set out in clauses 3.1 to 3.4 (inclusive) and to which gifts are deductible under the ITAA.

24 Winding Up

The Association may be wound up in the manner provided for in the Act.

25 Application of Surplus Assets

In the event of the Association being wound up, any surplus assets remaining after payment and satisfaction of the Association’s debts and liabilities shall be transferred to another organisation in Australia as determined by the Board of Governance which has similar objects to the Association and to which gifts are deductible under the ITAA.