

SUTHERLAND DIVISION OF GENERAL PRACTICE

CONSTITUTION



ShireGPs

November 2020

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CONSTITUTION OF THE SUTHERLAND DIVISION OF GENERAL PRACTICE INCORPORATED

SECTION I – NAME

I. NAME

- I.1 The name of the body shall be:
SUTHERLAND DIVISION OF GENERAL PRACTICE INCORPORATED

- I.2 Communications may be directed to:
The Secretary
Sutherland Division of General Practice
Tower A, Level 5
201 Coward Street, Mascot, NSW 2020

- I.3 The registered office of the Division shall be:
Tower A, Level 5
201 Coward Street, Mascot, NSW 2020

SECTION II – INTERPRETATION

2. DEFINITIONS

In this constitution the words and expressions have the following meanings:

“*General Practitioner*” refers to a medical practitioner, whose practice substantially involves the provision of primary, continuing and comprehensive whole patient care to individuals, families and their communities and “general practice” has a corresponding meaning.

“*Division*” refers to the Sutherland Division of General Practice.

“*Member*” refers to a member of the Sutherland Division of General Practice.

“*Committee*” refers to the Management Committee of the Division.

The Division’s executive shall be “*Chairperson*”, “*Secretary*” and “*Treasurer*”, as elected officers of the Division and include any person to perform the duties of these officers temporarily.

“*General Meeting*” means a Meeting of the Members of the Division duly called and constituted and any adjourned meeting thereof.

“*This constitution*” or “*The constitution*” refers to the Constitution of the Division.

“*Special Resolution*” means a Special Resolution of the Division passed in accordance with these resources.

“*Shared Care*” refers to formal arrangements between General practitioners and the hospital, community health or specialist services in which the care of the patient is shared between providers.

“*In writing*” or “*written*” means written or printed or partly written or partly printed and includes any mode of reproducing words in visible form.

Words importing the masculine gender include the feminine gender.

A reference to a function includes reference to a power, authority and duty; and a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

Definitions and interpretations not included in this section may be added whenever and wherever it is called for and appropriate.

The provisions of the Interpretations Act, 1987, apply to and in respect of the constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

SECTION 111 – OBJECTIVES

3. OBJECTIVES

The object of the Division is to promote the prevention or the control of diseases in human beings in the Sutherland Shire. In order to promote this object, the Division will aim:

- 3.1 To maintain and improve the standards of General Practice, including the continuity of care between General Practice, health providers and other services.
- 3.2 To improve communication with hospital inpatient and outpatient services, and with community health services.
- 3.3 To facilitate involvement of general practitioners in planning, developing, and evaluating hospital and community health services and programmes.
- 3.4 To provide local leadership in health system development, principally in the field of primary health care.
- 3.5 To improve and facilitate appropriate referral from the hospital and community health services to General Practice and vice versa.
- 3.6 To contribute to the development of health policies, programmes and strategies relevant to General Practice.
- 3.7 To facilitate post-graduate, vocational and undergraduate training and education in General Practice.
- 3.8 To promote cooperation among local general practitioners for the purpose of service delivery, health promotion, disease prevention and research.
- 3.9 To facilitate health promotion and preventative activities by general practitioners in the Sutherland Shire area.
- 3.10 To support general practitioners to make general practice more viable and attractive.
- 3.11 To deal with other concerns of Members relating to general practice.

SECTION IV - MEMBERSHIP

4. MEMBERSHIP ELIGIBILITY

- 4.1 The members of the Division comprise:
- (1) those persons who are Members upon the adoption of this Constitution; and
 - (2) such other persons as the Committee admits to membership in accordance with this Constitution.
- 4.2 There are three categories of membership as follows:
- (1) Full Member – any person being a general practitioner:
 - (i) practising at the time of application and admission to Membership; or
 - (ii) who in the preceding five years has regularly practised as a general practitioner;
 - (2) Associate Member –
 - (i) any person being a general practitioner who has not practised for more than five years and who wishes to support the objects of the Division; or
 - (ii) any person being a practice nurse or practice manager who is currently working in general practice and who wishes to support the objects of the Division;
 - (3) Life Member – any person who in the opinion of the Management Committee has made a meritorious contribution towards achieving the objects of the Division.
- 4.3 A Full Member shall have all the 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 Division.

An Associate Member and Life Member shall have all the rights conferred on a Member by this Constitution including the right to attend but not to vote at Annual General Meetings and General Meetings of the Division.

5. DUTY OF MEMBERS

- 5.1 Every Member of the Division is required to:
- i. Actively participate and contribute to the life of the Division, and
 - ii. Uphold and abide by the constitution of the Division.

6. NOMINATION FOR MEMBERSHIP

- 6.1 A Medical Practitioner or Nurse who wishes to be admitted to membership as a Full Member or an Associate Member must do so in writing in a form approved by the Committee together with evidence of their current registration as a Medical Practitioner or Nurse. A Practice Manager who wishes to be admitted to membership as an Associate Member must do so in

writing in a form approved by the Committee. An application for admission to membership must be lodged with the Secretary.

- 6.2 An application for admission to membership must be considered at the next Committee meeting after its receipt and the Committee must:
- (1) determine whether an application for admission satisfies the admission criteria; and if so
 - (2) enter the applicants name in the register of Members from which time the applicant becomes a Member of the Division.

The Secretary must advise the applicant in writing within one (1) week of the Committee meeting of the outcome of his or her application. Reasons for the rejection of an application may not be provided.

- 6.3 Nomination of life members shall be made to the committee. The admission of life members shall be determined at the annual general meeting passed by a majority which comprises not less than $\frac{3}{4}$ of such members of the Division as are present at the annual general meeting either in person or by proxy and entitled to vote.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 7.1 Any right, privilege or obligation which a person has by reason of being a Member of the Division:
- i. Is not capable of being transferred or transmitted to another person, and
 - ii. Terminates upon cessation of the person's Membership.

8. REGISTER OF MEMBERS

- 8.1 The public officer of the Division shall establish and maintain a register of Members of the Division specifying the name and postal or residential address of each person who is a Member of the Division together with the date on which the person became a Member.
- 8.2 The register of Members shall be kept at the principal place of the administration of the Division and shall be open for inspection, free of charge, by any Member of the Division at any reasonable hour.
- 8.3 Where a Member of the Division ceases to be a Member, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

9. FEES

- 9.1 A Member or Associate Member of the Division, must pay to the association an annual membership fee, which can be nil, or, if some other amount is determined by the committee, that other amount:
- (a) except as provided by paragraph (b), before 1 July in each calendar year, or

(b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

10. MEMBERS' LIABILITIES

10.1 The liability of a Member of the Division to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the Division as required by clause 9.1.

11. CESSATION OF MEMBERSHIP

11.1 A person ceases to be a Member of the Division if the person:

- i. dies;
- ii. resigns that Membership, or
- iii. is expelled from the Division; or
- iv. ceases to be eligible for membership in accordance with rule 4, or
- v. fails to pay the annual membership fee under clause 9.1 within 6 months after the fee is due.

When a Member ceases to be a Full Member pursuant to sub clauses (iv) above then that Member shall automatically become an Associate Member of the Division without having to apply.

12. RESIGNATION OF MEMBERSHIP

12.1 A Member of the Division is not entitled to resign their Membership except in accordance with this rule.

12.2 A Member of the Division may resign from Membership of the Division by first giving notice (being not less than one month) in writing to the Chairperson of his intention to resign and, upon expiration of the period of notice, the Member ceases to be a Member.

12.3 Where a Member of the Division ceases to be a Member pursuant to Clause 11.2 and every other case where a Member ceases to hold Membership, the Secretary shall make an appropriate entry in the register of Members, recording the date on which the Member ceased to be a Member.

13. DISCIPLINING OF MEMBERS

13.1 Where the Committee is of the opinion that a Member of the Division:

- i. has persistently refused or neglected to comply with a provision or provisions of these constitution; or

- ii. has persistently and wilfully acted in a manner prejudicial to the interests of the Division; or
- iii. ceases to be eligible under Clause 4,

the Committee may, by Resolutions:

- iv. expel the Member from the Division; or
- v. suspend the Member from Membership of the Division for a specified period.

13.2 A resolution of the Committee under Clause 13.1 has no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under Clause 13.3, confirms resolution in accordance with this rule.

13.3 Where the Committee passes a resolution under Clause 13.1, the Chairperson shall, as soon as practicable cause a notice in writing to be served on the Member or Associate Member:

- i. setting out the resolution of the Committee and the grounds on which it is based;
- ii. stating that the Member may address the Committee and the grounds on which it is based;
- iii. stating the date, place and time of that meeting, and
- iv. informing the Member that he or she may do either or both of the following:
 - a. attend and speak at that meeting;
 - b. submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

13.4 At a meeting of the Committee held as referred to in Clause 13.3, the Committee shall:

- i. give to the Member an opportunity to make oral representations;
- ii. give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting, and
- iii. by resolution determine whether to confirm or revoke the resolution.

13.5 Where the Committee confirms the resolution under Clause 13.4, the Chairperson shall, within 7 days after that confirmation, by notice in writing, inform the Member of the fact and of the Member's right to appeal under Clause 14.

13.6 A resolution confirmed by the Committee under Clause 13.4 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 the period the Member exercises the right of appeal, unless and until the Division confirms the resolution pursuant to Clause 14.4.

14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 14.1 A Member may appeal to the Division in General Meeting against a resolution of the Committee which is confirmed under Clause 13.4 within 7 days after notice of the resolution is served on the Member, by lodging with the Chairperson a notice to that effect.
- 14.2 Upon receipt of a notice from a Member under Clause 14.1, the Secretary shall notify the Committee which shall convene a General Meeting of the Division to be held within 21 days after the date on which the Chairperson received the notice.
- 14.3 At a General Meeting of the Division convened under Clause 14.2:
 - i. no business other than the question of the appeal shall be transacted;
 - ii. the Committee and the Member shall be given the opportunity to state their respective cases orally or in writing, or both, and
 - iii. the Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.4 If at the General Meeting the Division passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

SECTION V – THE COMMITTEE

15. POWERS OF THE COMMITTEE

- 15.1 The Committee shall be called the Management Committee of the Division, and subject to these constitution and to any resolution passed by the Division in General Meeting:
- i. shall control and manage the affairs of the Division;
 - ii. may exercise all such functions as may be exercised by the Division other than those functions that are required by this constitution to be exercised by a General Meeting of the Members of the Division, and
 - iii. has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Division.

16. STRUCTURE OF THE COMMITTEE

- 16.1 The Committee shall comprise no less than three and no more than ten members. The members may by ordinary resolution at the annual general meeting change the number of members who shall constitute the Committee. Each member of the Committee shall be elected at the annual general meeting by ordinary resolution and shall remain in office until the succeeding annual general meeting at which time their office is automatically vacated.
- 16.2 The executive of the Division shall comprise:
- (1) Chairperson
 - (3) Secretary; and
 - (4) Treasurer
- 16.3 The executive of the Division will be elected by the Committee from amongst their number at their first meeting after the Annual General Meeting and will hold office until the First Committee meeting following the subsequent Annual General Meeting of the Division.
- 16.4 The Chairperson of the Division shall:
- i. ensure effective and appropriate communication and representation of interests of the Division to outside parties;
 - ii. advise the Secretary and Treasurer as occasion may require and generally superintend the conduct of the affairs of the Division;
 - iii. preside as Chairperson of all meetings of the Division at which he is present;
 - iv. have a second or casting vote at all meetings in the case of equality of votes;
 - v. have the power to appoint proxy representatives to outside bodies, and
 - vi. perform other duties to be specified by the Committee and/or Division.

- 16.5 The Secretary of the Division shall ensure:
- i. that a register of Members, showing their full names and addresses and the dates of their enrolment as, and of their ceasing to be, Members is maintained;
 - ii. that minutes of the proceedings of the Division and the Committee and records of minutes of the proceedings of the Sub-Committees submitted to him and shall be ready to produce them at all meetings is maintained;
 - iii. that notices of all meetings of the Division and of the Committee are sent out;
 - iv. a draft of the Annual Report for approval of the Committee is prepared;
 - v. assist the Chairperson in generally conducting the affairs of the Division, and
 - vi. perform other duties to be specified by the Committee and/or the Division
 - vii. be appointed as the public officer of the Division.

- 16.6 The Treasurer of the Division shall ensure:
- i. That all money due to the Division is collected and received and that all payments authorised by the Division are made, and
 - ii. That correct books and accounts are kept showing the financial affairs of the Division, including full details of all receipts and expenditure connected with the activities of the Division;

16.7 Each Member of the Committee shall, subject to this constitution, hold office until the conclusion of the Annual General Meeting following the date of the Member's election and is eligible for re-election to the Committee.

16.8 In the event of a casual vacancy occurring for Secretary, Treasurer, or Member of the Committee, the Committee may appoint a Member of the Division to fill the vacancy. The Member so appointed shall hold office, subject to this constitution, until the conclusion of the next Annual General Meeting.

17. ELECTION OF COMMITTEE MEMBERS

- 17.1 Nominations of candidates for election as Members of the Committee shall be financial **Full** members and:
- i. made in writing signed by two other Members of the Division and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
 - ii. delivered to the Secretary of the Division not less than 28 days before the date fixed for the holding of the General Meeting at which the election is to take place.

- 17.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 17.3 If insufficient further nominations are received any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- 17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 17.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 17.6 The ballot for election of Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct:
- (a) by proxy;
 - (b) postal vote; or
 - (c) attend AGM and vote personally

18. REMUNERATION OF COMMITTEE MEMBERS

- 18.1 Committee members may receive remuneration for their services in the manner and at the rate referred to in the Division's policies and procedures manual. From time to time the rate will be reviewed and set by the Committee and reported to members at the annual general meeting.
- 18.2 Committee Members may be paid all travelling and other expenses properly incurred by them at the rate referred to in the Division's policies and procedures manual in attending and returning from meetings of the Committee or any subcommittee appointed by the Committee or general meetings of the Division or otherwise in connection with the business of the Division as approved by the Committee.

19. CASUAL VACANCIES

- 19.1 For the purposes of the constitution, a casual vacancy in the office of a Member of the Committee occurs if the Member:
- i. dies; or
 - ii. ceases to be a Member of the Division; or
 - iii. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
 - iv. resigns office by notice in writing given to the Chairperson;
 - v. is removed from office under Clause 20; or
 - vi. 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, or

- vii. is absent without the consent of the Committee from three (3) consecutive meetings of the Committee held during a period of 12 months.

20. REMOVAL OF COMMITTEE MEMBERS

20.1 The Division in General Meeting may by resolution:

- i. remove any Member of the Committee from the office of Member of the Committee before the expiration of the Member's term of office, and
- ii. appoint another person to hold office until the expiration of the term of office of the Member so removed.

20.2 Where a Member of the Committee to whom a proposed resolution referred to in Clause 20.1 relates makes representations in writing to the Chairperson of the Committee (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Division, the Chairperson may send a copy of the representations to each Member of the Division or, if they are not sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. COMMITTEE MEETINGS AND QUORUM

21.1 The Committee shall meet at least twice in each period of 12 months at such places and time as the Committee may determine using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.

A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

21.2 Additional meetings of the committee may be convened on the request of the Chairperson or by any member of the Committee.

21.3 Oral or written notice of a meeting of the Committee shall be given at least 48 hours (or such period as is agreed upon by the Members of the Committee) before the time appointed for the holding of the meeting.

21.4 Notice of a meeting given under Clause 21.3 shall specify the general nature of the business to be transacted at the meeting. The meeting may include:

- i. agenda items as notified;
- ii. urgent business raised by Committee Members;
- iii. general business which may, however, be deferred upon direction of the Chairperson, and
- iv. date of next meeting.

- 21.5 Any three Members of the Committee constitute a quorum for the transaction of the business of the meeting of the Committee.
- 21.6 No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a date and place determined by those present, or in the event that no such date or place is specified, to the same place and at the same hour of the same day in the following week.
- 21.7 If, at the adjourned meeting a quorum is not present within half an hour of the appointed time for the meeting, the meeting shall be dissolved.

22. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 22.1 The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such Member or Members of the Division as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- i. this power of delegation, or
 - ii. the function which is a duty imposed on the Committee by the Act or by any other law.
- 22.2 A function the exercise of which has been delegated to Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 22.3 A delegation under this section may be made subject to such conditions of limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of the delegation.
- 22.4 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- 22.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 22.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 22.7 A Sub-Committee may meet and adjourn as it thinks proper.

23. STANDING SUB-COMMITTEES

23.1 Any Member of the Committee shall take responsibility for liaising with one of the standing Sub-Committees.

23.2 Each Sub-Committee shall be required to make a report to the Annual General Meeting of the Division on the preceding year's business of the Committee.

24. VOTING AND DECISIONS

24.1 Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of the Members of the Committee or Sub-Committee present at the meeting.

24.2 Each Member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one (1) vote, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.3 Any act or thing done or suffered, or purporting to have been done or suffered, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of the Committee or Sub-Committee.

SECTION VI – GENERAL MEETINGS

25. ANNUAL GENERAL MEETINGS – HOLDING OF

- 25.1 With the exception of the first Annual General Meeting of the Division, the Division shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Division, convene an Annual General Meeting of the Division.
- 25.2 Clauses 25.1 have effect subject to any extension or permission granted by the Commission under Section (26)(3) of the Act.

26. ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT

- 26.1 The Annual General Meeting of the Division shall, subject to the Act and to Clause 25, be convened on such date and at such places as the Committee thinks fit using any technology that approved by the Committee that gives the Members as a whole a reasonable opportunity to participate.

A Member who participates in the Annual General Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

- 26.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
- i. to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting;
 - ii. to receive from the Committee reports upon the activities of the Division during the last preceding financial year;
 - iii. to elect Committee Members of the Division;
 - iv. to receive and consider any financial statement or report required to be submitted to Members under the Act.
- 26.3 The Annual General meeting shall be specified as such in the notice convening it.

27. ORDINARY GENERAL MEETINGS – CALLING OF

- 27.1 Ordinary General Meetings of the Division may be called by the Committee of the Division.
- 27.2 The meeting may conduct any business which is duly notified to the Membership in the agenda of the meeting.

28. SPECIAL GENERAL MEETING – CALLING OF

- 28.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Division.
- 28.2 The Committee shall, on request in writing of not less than 10 percent (10%) of the total Members, convene a Special General Meeting of the Division.
- 28.3 A requisition of Members for a Special General Meeting:
- i. shall state the purpose or purposes of the meeting;
 - ii. shall be signed by the Members making the requisition;
 - iii. shall be lodged with the Secretary, and
 - iv. may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 28.4 If the Committee fails to convene a Special General Meeting to be held within six (6) weeks after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after the date.
- 28.5 A Special General Meeting convened by a Member or Members as referred to in Clause 28.4, shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Division for any expenses so incurred.

29. NOTICE

- 29.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Division, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent to each Member at the Member's address appearing in the register of Members a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 29.2 Where the nature of the business proposed to be dealt with at the General Meeting requires a special resolution of the Division, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member in the manner in Clause 27.1, the intention to propose the resolution as a special resolution.
- 29.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except in the case of an Annual General Meeting, business which may be transacted pursuant to Clause 26.2.
- 29.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include the

business in the next notice calling a General Meeting after receipt of the notice from the Member.

30. QUORUM FOR GENERAL MEETINGS

- 30.1 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this constitution to vote is present during the time that the meeting is considering that item.
- 30.2 Five (5) Members present in person (being Members entitled under this constitution at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 30.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and, if any other case shall stand adjourned to the same day of the following week at the same time (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 30.4 If at the adjournment meeting a quorum is not present within half an hour after the appointed time from the commencement of the meeting, the Members present (being not less than ten (10)) shall constitute a quorum.

31. PRESIDING MEMBER

- 31.1 The Chairperson, or shall preside as Chairperson at each General Meeting of the Division.
- 31.2 If the Chairperson is absent from a General Meeting or unwilling to act, Members in attendance shall elect one of their Members to preside as acting Chairperson at the meeting.

32. ADJOURNMENT

- 32.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of the Members present at the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 32.2 Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Division stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

32.3 Except as provided in Clauses 32.1 and 32.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. MAKING OF DECISIONS

33.1 A question arising at a General Meeting of the Division shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Division, is evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

33.2 At a General Meeting of the Division, a poll may be demanded by the Chairperson or by not less than three (3) Members present in person or by proxy at that meeting.

33.3 Where the poll is demanded at a General Meeting, the poll shall be taken:

- i. immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment, or
- ii. in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs,

and the resolution of the poll on the matter shall be deemed to be a resolution of the meeting.

34. SPECIAL RESOLUTION

A special resolution may only be passed by the association in accordance with section 39 of the Act.

35. VOTING

35.1 Upon any question arising at a General Meeting of the Division a Member, who must be a financial Member, has only one vote.

35.2 At any General Meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (1) by the chairperson of the meeting; or
- (2) by at least three Full Members present in person or by proxy.

35.3 In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

35.4 For the purpose of the election of members of the Committee at the annual general meeting in addition to votes given personally or by proxy members may vote by postal vote. The ballot for election of Committee members shall be forwarded to all members no less than twenty-eight days prior to the date of the annual general meeting. Those members wishing to vote on the election of members of the Committee by postal vote shall return the completed ballot to the secretary of the Division no later than seven days prior to the date of the annual general meeting. Any member who votes by post on the election of members of the Committee shall not be entitled to vote at the annual general meeting in person or by proxy.

36. APPOINTMENT OF PROXIES

36.1 Each Member is entitled to appoint another Member as proxy by notice given in person to the Secretary no later than 24 hours before the time the meeting in respect of which the proxy is appointed.

36.2 The notice appointing the proxy shall be in the form as illustrated in Appendix I to this constitution.

37. CONDUCT OF POLL

37.1 If a poll is duly demanded, it must be taken in such manner and, subject to clause 37.2, either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.

37.2 A poll demanded in relation to the appointment of a chairperson of a meeting or on a question of adjournment must be taken forthwith without adjournment.

37.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

37.4 The demand for a poll may be withdrawn.

38. POSTAL BALLOTS

38.1 The Division may hold a postal ballot to determine any issue or proposal (other than an appeal under Clause 12).

38.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

SECTION VII – MISCELLANEOUS

39. INSURANCE

The Division may effect and maintain insurance.

40. FUNDS – SOURCE

40.1 The funds of the Division shall be derived from donations, sponsorship, government funding, subscriptions, funds raised by the Division's activities and subject to any resolution passed by the Division in General Meeting, such other sources as the Committee determines.

40.2 All money received by the Division shall be deposited as soon as practicable and without deduction to the credit of the Division's bank account.

40.3 The Division shall, as soon as practicable after receiving any money, issue an appropriate receipt.

41. FUNDS – MANAGEMENT

41.1 Subject to any resolution passed by the Division in General Meeting, the funds of the Division shall be used in pursuance of the objects of the Division in such manner as the Committee determines.

41.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the office bearers or any two of three other Members of the Committee or employees of the Division being Members or employees authorised to do so by the Committee.

42. ALTERATIONS OF OBJECTS AND CONSTITUTION

42.1 This constitution may be altered, rescinded or added to only by a special resolution of the Division.

43. CUSTODY OF BOOKS, ETC.

43.1 Except as otherwise provided by these constitution, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Division.

44. INSPECTION OF BOOKS, ETC.

44.1 The records, books and other documents of the Division shall be open to inspection, free of charge, by a Member of the Division at any reasonable hour and notice.

45. SERVICE OF NOTICES

45.1 For the purposes of this constitution, a notice may be served by or on behalf of the Division upon any Member personally or by sending it by post to the Member at the Member's address shown in the register of Members or by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

45.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proven, be deemed for the purposes of this constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post. In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46. FINANCIAL YEAR

46.1 The financial year of the Division shall commence on the first day of July and end on the thirtieth day of June of the subsequent year.

47. PUBLIC OFFICER

47.1 The Chairperson shall be the public officer of the Division unless otherwise determined by the Committee.

48. WINDING UP OF THE DIVISION

48.1 The Division shall not be wound up or dissolved except at a General Meeting of the Division specially convened for that purpose and by a special resolution carried by two-thirds of the Members present.

48.2 Upon the winding up or dissolution of the Division any remaining property after satisfaction of all debts and liabilities will not be paid to or distributed among the Members, but will be given or transferred to some other charitable institution or company which satisfies both of the following requirements:

- i. It has objects similar to the objects of the Division.
- ii. Its constituent documents prohibit the distribution of its income and property among its members.

49. INDEMNITY OF COMMITTEE MEMBERS

49.1 Members of the Committee shall be indemnified out of the funds of the Division for any liability incurred by them in the bona fide execution of their duties under this Constitution.

PROXY FORM

I -----
[full name]

Of -----
[address]

being a Member of the **SUTHERLAND DIVISION OF GENERAL PRACTICE**

Hereby Appoint -----
[full name of proxy]

Of -----
[address]

Or [in that person's absence] the chairperson of the meeting, or a person nominated by the chairperson, as my proxy to vote for me on my behalf at the General Meeting of the Sutherland Division of General Practice (Annual General Meeting or Special General meeting, as the case may be) to be held on the day of 20.... and at any adjournment of that meeting.

I direct my proxy to vote in respect of each resolution to be considered as indicated with an "X" below, and to vote or abstain in respect of any procedural resolution as my proxy thinks fit.

	FOR	AGAINST
[details to be inserted]	[]	[]

If no direction is given above, I authorise my proxy to vote or abstain as my proxy thinks fit in respect of each Item (including any procedural resolution) to be considered by the meeting and any adjournment of the meeting.

Dated -----

Signature of Member Appointing Proxy -----

NOTE: A proxy vote may not be given to a person who is not a Member of the Division.