

CONSTITUTION OF ADELAIDE HILLS DIVISION OF GENERAL PRACTICE INC. (trading as Summit Health)

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 “**Allied Health Professional**” means health professionals who are:

- (a) 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;
- (b) have representation of their discipline employed within the public health system; and
- (c) are tertiary trained at a recognised university course and required to obtain specific qualifications to either be registered or to join a professional association.

2.2 “**Auditors**” mean any auditor of the Association appointed to comply with Division 2 or Part 4 of The Act.

2.3 “**Annual General Meeting**” means the annual general meeting of the Association.

2.4 “**Board**” means the Board of Governance of the Association.

2.5 “**Director**” means a member of the Board.

2.6 “**Financial Member**” means a Member of the Association whose yearly subscription fee is paid.

2.7 “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Association held in accordance with these rules.

2.8 “**General Practice**” means person-centered, continuing, comprehensive and coordinated wholeperson healthcare to individuals and families in their communities.

2.9 “**General Practitioner**” means a medical professional in General Practice.

2.10 “**Member**” means a member of the Association as defined in Section 5 of these rules.

2.11 “**National Health Priority Areas**” means those national health priority areas defined from time to time by the National Health Priority Action Council.

- 2.12** “**Objects**” mean the objects of the Association as outlined in Section 3 of these rules.
- 2.13** “**Region**” means the area serviced by the Association as determined by the Board from time to time at its discretion.
- 2.14** “**Subscription Fee**” means the fee payable by a Member for membership of the Association as determined under Section 6 of these Rules.
- 2.15** “**Special General Meeting**” means a General Meeting of the Association held in accordance with these rules (other than the Annual General Meeting).
- 2.16** “**Special Resolution**” means a resolution required under Section 14 of these Rules (being to amend, rescind or alter these Rules or alter the name of the Association) which must be passed by a majority of not less than three quarters of such Members of the Association as, being entitled to do so, vote in person or by proxy at a General Meeting in a vote following the voting procedures outlined in Sections 17.7 and 17.8 of these Rules.
- 2.17** “**Substantial Undertaking**” means a project, undertaking, strategy or commitment by the Association that is outside of the scope of the usual operations of the Association (but for the avoidance of doubt must be within the scope of the Objects) and which would require the Association to expend a substantial amount of time, exertion or funding to implement or expose the Association to increased risk. The determination of what may constitute a Substantial Undertaking shall be entirely at the discretion of the Board from time to time and may be altered by the Board from time to time without requiring the approval of the Members.
- 2.18** “**The Act**” means the *Associations Incorporation Act 1985* (SA).
- 2.19** “**The Regulations**” means the *Associations Incorporations Regulations 1993*.

3. OBJECTS OF THE ASSOCIATION

The objects for which the Association is formed are:

- 3.1** To improve health status and patient care in the Region through General Practice.
- 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 enhance the professional development of General Practice in the Region by providing education, opportunities for research and access to undergraduate and post graduate activities.
- 3.4** To advocate for improved primary health care in the region.

- 3.5** To implement programs and strategies and take actions to address National Health Priority Areas, or such other health and patient care related goals, targets or priority areas that may be determined by government from time to time.
- 3.6** To pursue any other objects which the Association may decide upon from time to time which are consistent with the above objects and purposes.

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 and whose membership has not been previously terminated in accordance with these rules.
- 5.2** Associate membership, which does not permit voting rights, shall be available at the discretion of the Board 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** All Members shall be natural persons and the Board shall have the discretionary power to determine eligibility of membership status in any unclear cases.
- 5.4** A register of Members shall be kept and contain:
- (a) the name and address of each Member;
 - (b) the date on which each Member was admitted to the Association, and
 - (c) if applicable, the date and reasons(s) for suspension or termination of membership

6. SUBSCRIPTIONS

- 6.1** The Board may from time to time determine a Subscription Fee payable by Members for membership of the Association.
- 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 Fee is outstanding for more than three months after the due date for payment (and having been provided notice of the outstanding amount), may have their membership of the Association terminated or suspended at the determination of the Board.

6.4 The Board may re-instate any membership terminated or suspended under Section 6.3 of these Rules 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 and the payment of any outstanding Subscription Fees.

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 (**'Charge'**).

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 Section 8.4 of these rules, 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 Section 8.4 of these rules the appellant's membership of the Association shall not be terminated (but may be suspended) 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 the Board which in addition to any power and authorities conferred by these rules or the Act may exercise all such powers and do all such things as are within the Objects and are not by the Act or by these rules required to be done by the Association in the Annual General Meeting or at a Special Meeting.

9.2 The Board shall have the power to appoint such officers and employees as are required to carry out the Objects, 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 shall be composed of up to Nine (9) Directors with an absolute minimum of Seven (7) Directors. Up to Three (3) Members shall be non-GPs appointed under

the terms and conditions as determined and laid down by the Board from time to time, whilst the remaining Directors shall be General Practitioners who fit the membership criteria outlined in Section 5.1 of these rules and will be elected to the position by the membership at an Annual General Meeting.

- 9.4** A Director's term will (subject to Section 9.7 of these rules) commence from their appointment at an Annual General Meeting and terminate at the second Annual General Meeting proceeding their appointment.
- 9.5** The Board shall have the power to appoint sub-committees and to co-opt Members for such purposes. Such sub-committees must have Board approval for any decisions made.
- 9.6** At all Annual General Meetings, the positions of any Director whose term has expired 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 that may arise from time to time and such a Director shall hold office until the next Annual General Meeting and shall be eligible for election at that Annual General Meeting.
- 9.9** The Board has the management and control of the funds and other property of the Association.
- 9.10** The Board will not approve or implement any Substantial Undertaking by the Association without first receiving approval for the general scope and nature of the Substantial Undertaking by an ordinary resolution of the Members at a duly convened General Meeting. For the avoidance of doubt it is noted that:
- (a) the Board shall be permitted to investigate, research and obtain any feasibility study (or other report or study deemed reasonably necessary by the Board) into any Substantial Undertaking prior to obtaining the approval of Members;
 - (b) this Section does not require the Members' approval for every detail, element or aspect of any Substantial Undertaking, merely an approval of the general scope and nature of that Substantial Undertaking; and
 - (c) as outlined in Section 2.17 of these Rules, the determination of what constitutes a Substantial Undertaking will be at the discretion of the Board.

10. DISQUALIFICATION OF BOARD DIRECTORS

- 10.1** The office of a Director shall become vacant if that Director 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; or
- (e) absent without apology from more than three meetings of the Board (including any Special General Meeting) 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 of the Board 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 Directors.
- 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 for which confidentiality is appropriate as determined at the discretion of the Board.
- 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.

12. FINANCIAL YEAR

The financial year of the Association will be from 1st July in any year to 30th June in the following 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 Special 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 may call a Special Meeting of the Association at any time determined by the Board 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 of the Association.
- 16.3** Upon a requisition in writing (**‘Requisition’**) of not less than 20% of the total number of Members or a minimum of 20 Members of the Association (whichever is the greater) (**‘Requisitioning Members’**). 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 Requisitioning Members, and shall state the purpose of that Special General Meeting.
- 16.5** If a Special General Meeting is not convened within one month as required by rule 16.3 the Requisitioning Members 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 Requisitioning Members 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: confirmation of minutes of previous Annual General Meeting or Special General

Meeting, the consideration of the accounts, reports of the Board and the Auditors, the appointment of Auditors and Directors (if required) and any other business requiring consideration by the Association in General Meeting.

- 16.8** Notice of a General Meeting at which a Special Resolution is to be proposed shall be given at least twenty-one days prior to the date of the General 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 GENERAL MEETINGS

- 17.1** Five (5) Members present personally shall constitute a quorum at any General Meeting.
- 17.2** If within thirty minutes after the time appointed for the General Meeting a quorum of Members is not present a General Meeting convened upon a requisition of Members (pursuant to Section 16.3 of these rules) shall lapse. In any other case, the General Meeting shall stand adjourned to the same day in the next week, at the same time and place and if any such adjourned General 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 present, then a Director chosen by those Directors present at the General Meeting shall preside over that General Meeting.
- 17.4** If there is no such Chairperson within Twenty (20) 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 General Meeting at which a quorum is present and shall, if so directed by the General Meeting, adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business appearing on the agenda but left un-transacted at the General Meeting from which the adjournment took place.
- 17.6** When a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given as if that General Meeting were a new General Meeting.
- 17.7** At any General Meeting a resolution (not being a Special Resolution) put to vote shall be decided on a show of hands, and a declaration by the Chairperson of the General Meeting that a resolution has been carried or lost, shall unless a poll is

demanded, be 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 a General 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 General Meeting, except that in the case of a Special Resolution 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 General Meetings 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 (being Members who have paid all Subscription Fees due by them) whose membership has not been suspended and who is 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 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 the 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 (**'Gift Fund'**).
- 23.2** The Gift Fund shall be applied only for the Objects.
- 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 achieve the Objects 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 the Objects 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.