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# Constitution

Summit Health Incorporated

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## 1. NAME OF ASSOCIATION

The name of the incorporated association is Summit Health Incorporated.

## 2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

**Act** means:

- (a) the *Associations Incorporation Act 1985* (SA); and
- (b) for so long as the Association is a Registered Charity, the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

**Ad Hoc Committee** means a committee referred to in clause 20.1.2.

**AGM** means an annual general meeting of Members held in accordance with the Act.

**Allied Health Practitioners** means a qualified health practitioner registered with The Australian Health Practitioner Regulation Agency, other than as a medical practitioner.

**Association** means Summit Health Incorporated.

**Board Appointed Board Member** means a member of the Board appointed by the Board under clause 16.

**Board** means the board of management of the Association.

**Board Meeting** means a meeting of the Board.

**Board Member** means an Elected Board Member or a Board Appointed Board Member.

**Chair of Finance Subcommittee** means the person elected as chairperson of the Finance Subcommittee under clause 19 from time to time.

**Chair of Governance and Planning Subcommittee** means the person elected as chairperson of the Governance and Planning Subcommittee under clause 19 from time to time.

**Chairperson** means:

- (a) the person elected chairperson of the Board under clause 19 from time to time; or
- (b) the person presiding at a General Meeting or Board Meeting,

as the context allows or permits.

**CEO** means the person appointed the chief executive officer or general manager of the Association by the Board from time to time.

**Committee** means an Ad Hoc Committee or a Standing Committee.

**Constitution** means this constitution as amended from time to time.

**Deductible Gift Recipient** has the meaning given to that term in the Tax Act.

**Elected Board Member** means a Member:

- (a) elected as a Board Member by the Association under clause 15; or
- (b) appointed as a Board Member by the Board under clause 18.

**Finance Subcommittee** means the Standing Committee referred to in clause 21.2;

**General Meeting** means an AGM or a Special General Meeting.

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

**General Practitioner** means a qualified health practitioner in General Practice registered with The Australian Health Practitioner Regulation Agency as a medical practitioner.

**Gift Fund** means a gift fund established under clause 36.

**Governance and Planning Subcommittee** means the Standing Committee referred to in clause 21.3;

**Liabilities** means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

**Member** means a member of the Association and **Membership** has a corresponding meaning.

**Office Bearer** means a person elected office bearer under clause 19 from time to time.

**Officer** means an officer of the Association within the meaning of the Act.

**Public Officer** means a public officer of the Association as required by the Act.

**Registered Charity** means a Charity registered under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

**Region** means the geographic area serviced by the Association as determined by the Board from time to time.

**Returning Officer** means a person appointed by the Board as returning officer for the election of Board Members under clause 15.2.

**Secretary** means the person elected as secretary of the Board under clause 19 from time to time.

**Special General Meeting** means a general meeting of Members other than an AGM.

**Special Resolution** means a resolution of Members passed at a General Meeting if:

- (a) at least 21 days' written notice specifying the intention to propose the resolution has been given to all Members; and
- (b) it is passed by at least three quarters of the Members who vote on the resolution.

**Standing Committee** means a committee referred to in clause 20.1.3.

**Tax Act** means the *Income Tax Assessment Act 1997* (Cth).

2.2 In this Constitution, unless the context otherwise requires:

- 2.2.1 headings do not affect interpretation;
- 2.2.2 singular includes plural and plural includes singular;
- 2.2.3 words of one gender include any gender;
- 2.2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 2.2.6 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.

### 3. OBJECTS AND PURPOSES

3.1 The objects and purposes of the Association are to:

- 3.1.1 improve health status and patient care in the Region through General Practice;
- 3.1.2 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;
- 3.1.3 enhance the professional development of General Practice in the Region by providing education, opportunities for research and access to undergraduate and post graduate activities;
- 3.1.4 advocate for improved primary health care in the Region;
- 3.1.5 pursue any other objects which the Association may decide upon from time to time which are consistent with the above objects and purposes.

3.2 The assets and income of the Association must be applied exclusively to the promotion of its objects and purposes and no portion may be paid or distributed directly or indirectly to the Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

### 4. POWERS

4.1 The Association has, subject to the Act and other applicable laws, the powers set out in Section 25 of the *Associations Incorporation Act 1985* (SA).

4.2 The Association may exercise the above powers as the Board determines necessary or convenient for, or in connection with, the attainment of the objects and purposes of the Association.

## 5. **MEMBERSHIP**

5.1 Membership is open to any General Practitioner carrying on or practicing in a General Practice in the Region.

5.2 An application for Membership must be:

5.2.1 in writing and in the form determined by the Board;

5.2.2 accompanied by any application fee determined by the Board; and

5.2.3 given to the CEO or Secretary.

5.3 The Board determines whether an applicant may become a Member.

5.4 The Board is not required to give any reason for the rejection of an application for Membership.

5.5 If an application for Membership is accepted, the Association must:

5.5.1 give written notice of the acceptance to the applicant;

5.5.2 request payment of any amount owing for the subscription fees under clause 6 (being a pro rata sum if so determined by the Board); and

5.5.3 upon payment of that amount, enter the applicant's name in the register of Members under clause 9.

5.6 If an application for Membership is rejected, the Association must:

5.6.1 give written notice of the rejection to the applicant; and

5.6.2 refund in full any application fees paid by the applicant.

## 6. **SUBSCRIPTIONS**

6.1 The subscription fees for Membership are determined by the Board from time to time.

6.2 The subscription fees for Membership are payable annually on 1 July or at any other time determined by the Board from time to time.

6.3 The Membership of any Member whose subscription fees are outstanding for more than three months after the due date may be terminated by written notice to that Member at the discretion of the Board. The Board may reinstate such a person's Membership on any terms it thinks fit.

## **7. RESIGNATION**

- 7.1 A Member may resign from Membership by giving written notice to the CEO or Secretary.
- 7.2 A resigning Member is liable for any outstanding subscription fees. The Association may recover them as a debt due to 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 must be communicated to the Member at least one calendar month before the Board Meeting at which the matter will be determined.
- 8.3 The Board must communicate its determination to the Member. In the event of an adverse determination, subject to clause 8.4, Membership ceases 14 days after the Board does so.
- 8.4 The Member may appeal to a General Meeting against the expulsion. The Member must communicate to the CEO or Secretary the intention to appeal within 14 days after the Board communicates its determination to the Member.
- 8.5 In the event of an appeal against the expulsion:
  - 8.5.1 the Member must be given an opportunity to put their case to the General Meeting by giving the CEO or Secretary a written statement for circulation to the Members (providing that the statement is under 1,000 words and in the opinion of the CEO or Secretary is not defamatory) and/or speaking to the motion at the meeting;
  - 8.5.2 the appellant's Membership is terminated only if the General Meeting upholds the determination of the Board, and in that event, Membership is terminated at the date of the General Meeting.

## **9. REGISTER OF MEMBERS**

- 9.1 The Association must keep an up to date register of its Members listing in relation to each Member:
  - 9.1.1 the Member's name and address;
  - 9.1.2 the Member's nominated addresses for notices to be sent to the Member by post, electronic mail and facsimile (if applicable);
  - 9.1.3 the date on which the Member's name is entered in the register; and
  - 9.1.4 the date on which the Member ceased being a Member.
- 9.2 It is the responsibility of the Secretary to maintain or cause to be maintained the register of Members in accordance with this clause.

## **10. ASSOCIATE MEMBERS**

- 10.1 The Board may on a case by case basis permit:



- 10.1.1 General Practitioners who are not carrying on or practicing in a General Practice in the Region; and
- 10.1.2 other medical practitioners and health care professionals, including Allied Health Practitioners,

as associate members of the Association, and may remove such persons as an associate member of the Association, as the Board sees fit.

- 10.2 An associate member of the Association may, at the discretion of the Board, be given the right to:
  - 10.2.1 be given notice of General Meetings as if they were a Member;
  - 10.2.2 attend and speak (but not vote) at General Meetings;
  - 10.2.3 and receive financial reports of the Association when those are made available to Members.
- 10.3 An associate member of the Association is not a Member for the purposes of this Constitution or the Act.

## 11. HONORARY MEMBERS

- 11.1 The Board may appoint and remove a person as an honorary member of the Association on any terms the Board thinks fit.
- 11.2 An honorary member may, at the discretion of the Board:
  - 11.2.1 be given notice of General Meetings as if they were a Member;
  - 11.2.2 attend and speak (but not vote) at General Meetings; and
  - 11.2.3 receive financial reports of the Association when those are made available to Members.
- 11.3 An honorary member is not a Member for the purposes of this Constitution or the Act.

## 12. FUNCTIONS AND POWERS OF BOARD

- 12.1 The affairs of the Association are governed exclusively by the Board. In addition to the powers and authorities conferred by this Constitution, the Board may exercise all powers and do all things that are within the objects and purposes of the Association, and are not by the Act or by this Constitution, required to be done by the Association in General Meeting.
- 12.2 Subject to this Constitution, the Board may determine the manner in which its meetings and its business and proceedings are conducted and regulated.
- 12.3 The Board may interpret this Constitution and determine any matter relating to the affairs of the Association on which this Constitution is silent.

## 13. COMPOSITION OF BOARD

- 13.1 The Board must comprise:
  - 13.1.1 not less than four and not more than six Elected Board Members; and

- 13.1.2 not less than two and not more than three Board Appointed Board Members.
- 13.2 Notwithstanding clause 13.1, while the number of Elected Board Members is below the minimum, the Board may still convene Board Meetings and pass resolutions to appoint additional Elected Board Members under clause 18, but for no other purpose.
- 13.3 A person may be appointed or elected a Board Member only if such person:
  - 13.3.1 is an individual over 18 years of age;
  - 13.3.2 is otherwise qualified to hold office in accordance with the Act; and
  - 13.3.3 has consented in writing to being a Board Member.
- 13.4 A person may be appointed or elected an Elected Board Member only if such person is a Member.

#### 14. **RETIREMENT OF ELECTED BOARD MEMBERS**

- 14.1 Subject to clause 14.3, at the conclusion of each AGM, one third of the Elected Board Members must retire from office.
- 14.2 The Elected Board Members to retire at an AGM under clause 14 are:
  - 14.2.1 those Elected Board Members appointed by the Board to fill a vacancy under clause 18 since the previous AGM; and
  - 14.2.2 those Elected Board Members who have been longest in office since their last election,and as between persons who became Elected Board Members on the same day, are to be determined by ballot (unless otherwise agreed amongst themselves).
- 14.3 If at the time of the retirement of any Elected Board Member under clause 14, the number of Elected Board Members is not a multiple of three, then the number of Elected Board Members to retire is to be rounded down to the nearest multiple of three.
- 14.4 A retiring Elected Board Member is eligible for re-election under clause 15.

#### 15. **ELECTION OF ELECTED BOARD MEMBERS**

##### 15.1 **Election of Elected Board Members**

Subject to clause 13, at each AGM the Association may elect Board Members under this clause 15.

##### 15.2 **Appointment of Returning Officer**

The Board must appoint a returning officer in respect of each election of Board Members under this clause 15.

### 15.3 **Nomination and scrutinising of candidates**

- 15.3.1 A candidate not being a retired Elected Board Member is not eligible to stand for election under this clause 15 unless a Member (**proposer**) has proposed their nomination by delivering the nomination of that person to the CEO or Secretary. The nomination must be in a form approved by the Board and must be signed by the proposer and by the candidate to signify a willingness to stand for election.
- 15.3.2 The Association must give Members notice calling for Members to nominate candidates for election as an Elected Board Member not less than 42 days before the AGM.
- 15.3.3 Nominations for election close 28 days before the AGM.
- 15.3.4 A retiring Elected Board Member is deemed to nominate for election unless they advise the Returning Officer to the contrary in writing before nominations close.
- 15.3.5 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for election under this Constitution. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposer and the Board.

### 15.4 **No contest between candidates**

If the number of accepted candidates for election is equal to or less than the maximum number of positions which could be filled at the AGM:

- 15.4.1 the AGM may appoint one or more candidates as an Elected Board Member by passing separate ordinary resolutions at the AGM; and
- 15.4.2 the Association must include on or with the notice of the AGM a notice:
  - 15.4.2.1 setting out the name of each candidate; and
  - 15.4.2.2 stating that the AGM will vote on the appointment of each candidate as an Elected Board Member by separate ordinary resolutions.

### 15.5 **Contest between candidates**

If the number of accepted candidates for election is more than the maximum number of positions which could be filled at the AGM:

- 15.5.1 the election of candidates as Elected Board Members is to be by a ballot carried out at the AGM;
- 15.5.2 the Association must include on or with the notice of the AGM a notice:
  - 15.5.2.1 setting out the name of each candidate; and
  - 15.5.2.2 stating that candidates will be elected by a ballot to be carried out at the AGM;
- 15.5.3 the Returning Officer must:

15.5.3.1 prepare ballot papers for the election;

15.5.3.2 determine the order in which candidates appear on the ballot paper;

15.5.4 the Returning Officer is responsible for the conduct of the ballot in accordance with this clause 15.5 and any requirements determined by the Board from time to time; and

15.5.5 the Chairperson must announce the results of the ballot at the AGM.

## 16. **APPOINTMENT OF BOARD APPOINTED BOARD MEMBERS**

16.1 Subject to clause 13, the Board may at any time appoint Board Members under this clause 16 for a term of up to three years as determined by the Board.

16.2 A Board Appointed Board Member whose term of appointment expires is eligible for reappointment.

16.3 In appointing or re appointing any person as a Board Appointed Board Member, the Board must have proper regard to:

16.3.1 the qualifications, skills, expertise and experience of that person;

16.3.2 the qualifications, skills, expertise and experience of the incumbent Board Members;

16.3.3 the desired mix of qualifications, skills, expertise and experience amongst Board Members as determined by the Board in light of the Association's objects and activities; and

16.3.4 any other criteria or matter the Board determines relevant.

## 17. **BOARD VACANCIES**

The office of a Board Member becomes vacant if the Board Member:

17.1 reaches the end of their term of office;

17.2 dies or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;

17.3 becomes disqualified from holding office under this Constitution or the Act;

17.4 resigns from office by notice in writing to the Chairperson or CEO; or

17.5 without the leave of the Board, is absent from three consecutive Board Meetings or is absent from three Board Meetings in any 12 month period;

17.6 being an Elected Board Member, is removed from office by resolution of a General Meeting;

17.7 being a Board Appointed Board Member, is removed from office by resolution of the Board.

## 18. CASUAL AND OTHER VACANCIES IN ELECTED BOARD MEMBERS

Subject to clauses 13, the Board may at any time fill any casual or other vacancy in the number of Elected Board Members by appointing a Member to fill such vacancy. Any person so appointed:

- 18.1 may only hold office until the commencement of the next AGM; and
- 18.2 is to be treated as an Elected Board Member elected under clause 15 for all other purposes.

## 19. OFFICE BEARERS

### 19.1 Election of Office Bearers

- 19.1.1 At the first Board Meeting after each AGM the Board must appoint a chairperson of the Board, secretary of the Board, chairperson of the Finance Subcommittee and chairperson of the Governance and Planning Subcommittee from among their number. Subject to this Constitution, those Office Bearers hold office until the conclusion of the election of Office Bearers at the first Board Meeting after the next AGM.
- 19.1.2 A retiring Office Bearer is eligible for re-election.
- 19.1.3 Nominations for election of Office Bearers are made in the manner determined by the Board.
- 19.1.4 If there is only one nomination for the office of an Office Bearer, the nominee stands elected to such office.
- 19.1.5 If there is more than one nomination for the office of an Office Bearer, then there must be an election for such office conducted by secret ballot.

### 19.2 Vacation of office of Office Bearers

- 19.2.1 The office of an Office Bearer becomes vacant if the Office Bearer:
  - 19.2.1.1 reaches the end of their term of such office;
  - 19.2.1.2 resigns from such office by notice in writing to the Board;
  - 19.2.1.3 is removed from such office by resolution of the Board; or
  - 19.2.1.4 ceases to be a Board Member.
- 19.2.2 If a vacancy in the office of an Office Bearer occurs, the Board must promptly fill the vacancy by appointment from among their number.

### 19.3 Roles and responsibilities of Office Bearers

An Office Bearer must carry out the roles and responsibilities set out in this Constitution in respect of that Office Bearer, and such other roles and responsibilities as may be specified by the Board from time to time.

## 20. DELEGATIONS BY THE BOARD

- 20.1 The Board may delegate any of its powers (including the power to delegate) to:
  - 20.1.1 a Board Member;
  - 20.1.2 an ad hoc committee of Board Members and or other persons;
  - 20.1.3 a standing committee of Board Members and or other persons;
  - 20.1.4 an employee of the Association; or
  - 20.1.5 any other person.
- 20.2 A delegation must be in writing.
- 20.3 The Board may revoke or vary a delegation.
- 20.4 A delegation does not derogate from the powers of the Board to act in any matter.
- 20.5 A Committee or other delegate must exercise their powers in accordance with any directions given by the Board.

## 21. COMMITTEES

### 21.1 General

- 21.1.1 An Ad Hoc Committee may only operate for a period up of up to 12 months as determined by the Board.
- 21.1.2 A Standing Committee operates for so long as the Board determines.
- 21.1.3 A delegation to a Committee may be by way of written terms of reference for that Committee approved by the Board.
- 21.1.4 All appointments and delegations to Standing Committees must be reviewed at the first Board Meeting held after each AGM.
- 21.1.5 The Board may remove and appoint replacement or new members of a Committee at any time.
- 21.1.6 Unless otherwise determined by the Board, a Board Member must preside at all meetings of a Committee.
- 21.1.7 Rules about proceedings of Board Meetings apply to meetings of all Committees, unless the Board otherwise determines.
- 21.1.8 All Committees must report on their activities to the Board at the times and in the manner determined by the Board.

### 21.2 Finance Subcommittee

- 21.2.1 The Board must establish a finance subcommittee as a Standing Committee.

21.2.2 The Finance Subcommittee must comprise the Chair of Finance Subcommittee and such other Board Members and other persons as determined by the Board from time to time.

21.2.3 The Chair of Finance Subcommittee must preside at all meetings of the Finance Subcommittee.

### 21.3 **Governance and Planning Subcommittee**

21.3.1 The Board must establish a governance and planning subcommittee as a Standing Committee.

21.3.2 The Governance and Planning Subcommittee must comprise the Chair of Governance and Planning Subcommittee and such other Board Members and other persons as determined by the Board from time to time.

21.3.3 The Chair of Governance and Planning Subcommittee must preside at all meetings of the Governance and Planning Subcommittee.

## 22. **VALIDATION OF ACTS**

The acts of the Board, a Committee, an Officer or delegate of the Board are valid even if it is subsequently discovered that there was a defect in an appointment or any of them was disqualified.

## 23. **PROCEEDINGS OF BOARD**

### 23.1 **Ordinary meetings**

The Board must meet at least four times a year or more often as determined by the Board, at a time, date and place fixed by the Board from time to time.

### 23.2 **Notice**

Except in the case of an emergency, at least seven days' notice of all Board Meetings must be given to all Board Members and such notice may be given verbally, or by letter, electronic mail or telephone, or by any other means consented to by all the Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

### 23.3 **Quorum**

The presence of at least half the Board Members constitutes a quorum at a Board Meeting and no business may be transacted unless a quorum is present.

### 23.4 **Voting**

All matters for decision at a Board Meeting must be decided by a majority of votes of the Board Members present. Subject to this Constitution, each Board Member present at a Board Meeting is entitled to one vote only except for the Chairperson who, in the case of an equality of votes, also has casting vote.

### 23.5 **Special meetings**

Special Board Meetings may be convened by the Chairperson, or by direction of the Chairperson, or at the written request of two or more Board Members.

## 23.6 **Chairing of meetings**

- 23.6.1 Subject to clause 23.6.2, the Chairperson must preside at all Board Meetings.
- 23.6.2 If the Chairperson is absent or is unable or unwilling to preside at any Board Meeting, the Board must appoint any other Board Member present to preside at that Board Meeting.
- 23.6.3 The Chairperson may determine any question about procedure at a Board Meeting.

## 23.7 **Attendance other than Board Members**

- 23.7.1 The CEO must attend all Board Meetings unless the Board resolves otherwise and the resolution is recorded in the minutes of the meeting.
- 23.7.2 Others may attend a Board Meeting with the approval of the Board recorded in the minutes of the meeting.

## 23.8 **Meetings using technology**

- 23.8.1 A Board Meeting may be held with one or more of the Board Members taking part by using any technology that allows Board Members to clearly and simultaneously communicate with each other participating Board Member.
- 23.8.2 A Board Member who participates in a Board Meeting held under clause 23.8.1 is taken to be present at the meeting.
- 23.8.3 A Board Meeting held under clause 23.8.1 is deemed to be held at a place determined by the Board, provided that at least one of the Board Members present at the meeting was at that place for the duration of the meeting.

## 23.9 **Circulating resolutions**

- 23.9.1 The Board Members may pass a resolution without a Board Meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 23.9.2 Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.
- 23.9.3 The resolution is passed when the last Board Member signs.

## 23.10 **Pecuniary interests**

- 23.10.1 A Board Member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, must, as soon as the Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest.
- 23.10.2 Where a Board Member has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, that Board Member



must not vote with respect to that contract or matter but may, subject to that Board Member complying with clause 23.10.1, take part in the deliberations or discussions of the Board with respect to that contract or matter.

23.10.3 Clauses 23.10.1 and 23.10.2 do not apply in respect of any pecuniary interests that exist only by virtue of the fact that the Board Member is a member of a class of persons for whose benefit the Association is established.

## **24. BOARD HONORARIUM AND EXPENSES**

24.1 The Association may pay a maximum total honorarium for Board Members determined by the General Meeting.

24.2 The Board may determine the allocation of the total honorarium among the Board Members. If the Board does not determine the allocation, the total amount of the honorarium must be allocated equally among the Board Members.

24.3 The Association may reimburse a Board Member for extraordinary travelling and other expenses properly incurred:

24.3.1 in attending a Board Meeting or meeting of a Committee;

24.3.2 in attending a General Meeting; or

24.3.3 otherwise in connection with the business of the Association.

## **25. CONVENING GENERAL MEETINGS**

25.1 The Board may call a Special General Meeting at any time, and must call an AGM in accordance with the Act.

25.2 Within one month of the receipt of a written requisition from at least 20% of the Members, the Board must convene a Special General Meeting for the purpose specified in the requisition.

25.3 Every requisition for a Special General Meeting must be signed by the Members making it and must state the purpose of the meeting.

25.4 If the Board does not convene the Special General Meeting as required by clause 25.2, the requisitionists may convene it. It must be convened in the same manner as a General Meeting convened by the Board, and for this purpose the Board must 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 the meeting must be paid by the Association.

## **26. GENERAL MEETINGS USING TECHNOLOGY**

26.1 A General Meeting may be held with one or more Members taking part by using any technology that allows Members to clearly and simultaneously communicate with each other participating Member.

26.2 Without limiting clause 26.1, a General Meeting may be held using any technology determined by the Board.

- 26.3 A Member who participates in a General Meeting held under this clause 26 is taken to be present at the meeting.
- 26.4 A General Meeting held under this clause 26 is deemed to be held at a place determined by the Board, provided that at least one of the Members present at the meeting was at that place for the duration of the meeting.

## 27. NOTICE OF GENERAL MEETINGS

- 27.1 At least 21 days' notice of each General Meeting must be given to Members. The notice must set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- 27.2 For an AGM, the order of business is:
- 27.2.1 the consideration of the accounts and reports of the Board and if required, the auditors
  - 27.2.2 unless such appointment is not required or is made by the Board, the appointment of auditors;
  - 27.2.3 the election of Elected Board Members; and
  - 27.2.4 any other business requiring consideration by the Association in General Meeting.
- 27.3 The accidental failure to give notice of a General Meeting to a Member, or the failure of a Member to receive the notice, does not invalidate the proceedings at the meeting.

## 28. QUORUM AT GENERAL MEETINGS

- 28.1 No business may be transacted at a General Meeting unless a quorum is present.
- 28.2 The quorum for a General Meeting is ten Members present in person or by proxy.
- 28.3 If a quorum is not present within 30 minutes after the time appointed for the commencement of a General Meeting:
- 28.3.1 if the meeting was convened upon the requisition of Members, it is dissolved;
  - 28.3.2 in any other case, it is adjourned to the following day at the same time and place or to any other day time and place determined by the Chairperson. If a quorum is not present within 30 minutes after the time appointed for the commencement of the resumed meeting, the meeting is dissolved.

## 29. PRESIDING AT GENERAL MEETINGS

### 29.1 Chairperson

- 29.1.1 Subject to clause 29.1.2, the Chairperson must preside at all General Meetings.

29.1.2 If the Chairperson is not present within 10 minutes after the time appointed for the commencement of the General Meeting or is unable or unwilling to preside at the meeting, the following may preside at the meeting (in order of precedence): a Board Member chosen by a majority of the Board Members present, the only Board Member present, a Member chosen by a majority of the Members present in person or by proxy.

## 29.2 Powers of Chairperson

29.2.1 The Chairperson:

29.2.1.1 has charge of the general conduct of the General Meeting and of the procedures to be adopted at the meeting;

29.2.1.2 may determine any dispute about the admission or rejection of a vote (including a vote recorded in a form of proxy);

29.2.1.3 may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and

29.2.1.4 may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting,

29.2.2 The Chairperson may refuse admission to a General Meeting to a person, or require a person to leave a General Meeting and not return, if:

29.2.2.1 the person refuses to permit examination of an article in the person's possession;

29.2.2.2 the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chairperson considers to be dangerous, offensive or liable to cause disruption; or

29.2.2.3 the Chairperson otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting,

29.2.3 The Chairperson may require a person at a General Meeting to establish to the satisfaction of the Chairperson that the person is a Member or the proxy of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting at the meeting.

29.2.4 A decision by the Chairperson under this clause 29.2 is final.

## 30. ADJOURNMENTS

30.1 The Chairperson may adjourn a General Meeting to any place, date and time.

30.2 The Chairperson must adjourn a General Meeting if a majority of Members present at the meeting agree or direct the Chairperson to do so. The Chairperson may adjourn the meeting to any place, date and time.

30.3 If the meeting is adjourned for more than one month, notice of the resumed meeting must be given in the same manner as was given for the original meeting.

30.4 Only unfinished business may be transacted at a resumed meeting.

### 31. PROXIES AT GENERAL MEETINGS

31.1 A Member may appoint a proxy to vote in place of the Member at a General Meeting.

31.2 An appointment of a proxy is valid if it:

31.2.1 is in the form of Schedule 1 or any other form determined by the Board;

31.2.2 is signed by the Member making the appointment;

31.2.3 contains the Member's name and address, the proxy's name or the name of the office held by the proxy, and the General Meeting at which the appointment may be used; and

31.2.4 is provided to the CEO or Secretary at least 48 hours before the time appointed for the commencement of the meeting or resumed meeting.

31.3 An appointment of a proxy may be a standing one.

31.4 An undated appointment of a proxy is to be taken to have been dated on the day it is given to the CEO or Secretary.

31.5 A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

31.6 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a General Meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person, including the right to join in a demand for a poll and to vote on a show of hands or a poll.

31.7 An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. In that event:

31.7.1 the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;

31.7.2 if the proxy is the Chairperson, the proxy must vote on a poll, and must vote that way; and

31.7.3 if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

31.8 Even if the appointment specifies how the proxy must vote on a particular resolution at a General Meeting, the proxy may vote on:

31.8.1 an amendment to the resolution, a motion not to put the resolution or a similar motion; or

- 31.8.2 a procedural motion, including a motion to elect the Chairperson, remove the Chairperson or adjourn the meeting.
- 31.9 A proxy's authority to speak and vote for a Member at a General Meeting is suspended while the Member is present at the meeting.
- 31.10 If a proxy is also a Member, this clause does not affect the way that the proxy may vote as a Member.

## 32. VOTING AT GENERAL MEETINGS

- 32.1 Subject to clause 31, at a General Meeting:
  - 32.1.1 only Members or their properly appointed proxies may vote;
  - 32.1.2 each Member has one vote in relation to each resolution; and
  - 32.1.3 in the event of an equality of votes in relation to any resolution, the Chairperson has a deciding vote in addition to any vote that the Chairperson has as a Member or a proxy of a Member.
- 32.2 A challenge to the right of a person to vote at a General Meeting may only be raised at the meeting, and must be determined by the Chairperson whose decision is final.
- 32.3 At any General Meeting, each resolution must be decided on a show of hands unless a poll is demanded in accordance with this clause.
- 32.4 On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.
- 32.5 A poll (by public vote or secret ballot) may be demanded in relation to any proposed resolution by:
  - 32.5.1 the Chairperson;
  - 32.5.2 not less than three Members entitled to vote on the resolution.
- 32.6 A poll may only be demanded:
  - 32.6.1 before a vote is taken; or
  - 32.6.2 before the voting results on a show of hands are declared; or
  - 32.6.3 immediately after the voting result on a show of hands is declared.
- 32.7 A demand for a poll may be withdrawn.
- 32.8 A poll demanded on a matter other than the election of a Chairperson or the question of an adjournment at a General Meeting must be taken when and how the Chairperson directs. A poll on the election of a Chairperson or the question of an adjournment at a General Meeting must be taken immediately.
- 32.9 A demand for a poll does not prevent the General Meeting dealing with other business.

- 32.10 On a poll in relation to a resolution proposed at a General Meeting:
- 32.10.1 the Chairperson must conduct a formal count of the individual votes cast in favour of or against the resolution, as well as any abstentions;
  - 32.10.2 include the votes of proxies in the above count;
  - 32.10.3 announce the results of the poll to the meeting; and
  - 32.10.4 ensure that the minutes for the meeting state the number or proportion of the votes recorded in favour of or against the resolution, as well as any abstentions.

### 33. **MINUTES**

- 33.1 The Association must cause minutes of all proceedings of General Meetings and Board Meetings to be entered within one month after the relevant meeting in books kept for that purpose.
- 33.2 The Association must cause those minutes to be:
- 33.2.1 confirmed by the Members or Board Members present at a subsequent meeting;
  - 33.2.2 signed by the person presiding at the meeting at which the proceedings took place or by the person presiding at the meeting at which the minutes are confirmed.
- 33.3 Minutes that are so entered, confirmed and signed are, in the absence of proof to the contrary, to be accepted as proof of the proceedings to which the minutes relate.
- 33.4 Where minutes have been so entered, confirmed and signed, they are, in the absence of proof to the contrary, evidence that:
- 33.4.1 the meeting to which the minutes relate was held; and
  - 33.4.2 the proceedings that are recorded in the minutes occurred; and
  - 33.4.3 all appointments of Officers or auditors that are recorded in the minutes were validly made.

### 34. **PUBLIC OFFICER**

Unless otherwise determined by the Board, the Secretary (ex officio) is the Public Officer.

### 35. **FINANCE**

- 35.1 All money received for the benefit of the Association is the property of the Association and, unless otherwise determined by the Board, must be deposited to the credit of the Association at a bank nominated from time to time by the Board.
- 35.2 Debts incurred by the Association in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by a person with the power to make such payments on behalf of the Association in accordance with relevant delegations made by the Board.

- 35.3 The Association must:
- 35.3.1 keep financial records as required by the Act; and
  - 35.3.2 prepare, distribute and lodge financial reports as required by the Act.
- 35.4 It is the responsibility of the Chair of Finance Subcommittee to ensure the Association's financial records are kept by the CEO or other employee of the Association appointed by the Board.
- 35.5 The financial year of the Association is the 12 month period ending on 30 June each year, and where appropriate, allowing for broken periods:
- 35.5.1 commencing on the date of registration of the Association; and
  - 35.5.2 ending on the date of deregistration of the Association.

## 36. GIFT FUND

- 36.1 The Association may maintain for the principal purpose of the Association a gift fund which complies with Subdivision 30-BA of the Tax Act.
- 36.2 The Association must only use the Gift Fund for the principal purpose of the Association.
- 36.3 At the first occurrence of one of the following events:
- 36.3.1 the winding up of the Gift Fund; and
  - 36.3.2 the revocation of the Association's endorsement as a Deductible Gift Receipt under Subdivision 30-BA of the Tax Act,
- the Association must transfer any surplus assets of the Gift Fund to a fund, authority or institution determined by the Board:
- 36.3.3 which has objects or purposes similar to those of the Association; and
  - 36.3.4 gifts to which can be deducted under Division 30 of the Tax Act.

## 37. AUDIT

If an audit of the Association's financial records is required by the Act:

- 37.1 the Board or an AGM must appoint an auditor;
- 37.2 the Board must cause the financial records of the Association to be audited by the auditor in accordance with the Act;
- 37.3 the auditor holds office from the time of appointment until the next AGM and is eligible for reappointment; and
- 37.4 the remuneration of the auditor is fixed by the Board.

## 38. EXECUTION OF DOCUMENTS

- 38.1 Subject to any delegation of powers made by the Board, the Association may execute a document only if authorised by the Board.

- 38.2 The Association may execute a document (including a deed):
- 38.2.1 without using the seal of the Association if the document is signed by at least two Board Members; or
  - 38.2.2 in any other way authorised by the Board.

#### 39. SEAL AND SEAL HOLDERS

- 39.1 The Board must provide for the safe custody of the seal of the Association.
- 39.2 The seal may only be used by the authority of the Board.
- 39.3 The affixing of the seal to any document must be witnessed by at least one Board Member.
- 39.4 Any document to which the seal is affixed must be signed by the Board Member who witnessed the affixing of the seal, and countersigned by another Board Member or other person authorised by the Board.
- 39.5 It is the responsibility of the Secretary to ensure the Association keeps a register listing the documents to which the seal has been affixed.

#### 40. SPOKESPERSON

- 40.1 The Chairperson, or at the direction of the Board, the CEO or any other Board Member, acts as spokesperson for the Association.
- 40.2 The spokesperson must not make any statements to the media or otherwise make public statements except:
- 40.2.1 in accordance with the Association's policies; or
  - 40.2.2 as otherwise directed by the Board.

#### 41. INDEMNITY

- 41.1 Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the Association against any Liabilities incurred in connection with that person's position as an Officer except a Liability:
- 41.1.1 owed to the Association; or
  - 41.1.2 that did not arise out of conduct in good faith; or
  - 41.1.3 for legal costs in defending or resisting proceedings in which the person is found by a court to have a Liability for which the person cannot be indemnified under any of the foregoing provisions of this clause; or
  - 41.1.4 for legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- 41.2 For the purposes of clause 41.1:
- 41.2.1 **legal costs** means legal costs on a solicitor and own client basis; and



- 41.2.2 **proceedings** means any initial legal proceeding and any appeal proceeding.
- 41.3 The Association need not indemnify a person under clause 41.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.
- 41.4 Where a person seeks to rely on the indemnity contained in clause 41.1, that person must:
- 41.4.1 immediately notify the Association of any claim which gives rise to or could give rise to a Liability of the Association to that person under the indemnity;
  - 41.4.2 permit the Association to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
  - 41.4.3 not make any admission without the prior written consent of the Association;
  - 41.4.4 promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- 41.5 The Association must make available for inspection by any person who is or has been an Officer the books and records of the Association at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:
- 41.5.1 to which the person is a party; or
  - 41.5.2 that the person proposes in good faith to bring; or
  - 41.5.3 that the person has reason to believe will be brought against the person.
- 41.6 The obligations of the Association in respect of any person who is or has been an Officer under clause 41.5 cease on the expiry of seven years after that person ceases to be an Officer.

## 42. **INSURANCE**

- 42.1 Subject to the Act, the Association must maintain at its cost a policy of insurance (Policy) with a reputable Australian insurer insuring every person who is or has been an Officer against any Liabilities incurred by that person in connection with that person's position as an Officer except a Liability of the kind referred to in clauses 41.1.1 to 41.1.4.
- 42.2 The Policy must provide for an insurance payout to the person of at least \$5,000,000.00 per claim.
- 42.3 The Association must not by any act or omission render the Policy void or voidable or otherwise vitiate the Policy.
- 42.4 The Association must promptly upon request by each person who is or has been an Officer, produce to him or her, a copy of the insurance policy or any

certificates of insurance or other reasonable documentary evidence of the currency of the Policy maintained in accordance with this clause.

- 42.5 The obligations of the Association in respect of any person who is or has been an Officer of the Association under this clause ceases on the expiry of seven years after that person ceases to be an Officer.

#### **43. AMENDMENT OF CONSTITUTION**

This Constitution may be amended, repealed or replaced by Special Resolution.

#### **44. WINDING UP**

- 44.1 The Association may be wound up by Special Resolution in accordance with the Act.

- 44.2 If, upon dissolution of the Association, there remains, after the satisfaction of its debts and liabilities any money or any property whatsoever, the remaining money and property must be transferred to a fund, authority or institution determined by the General Meeting which has:

44.2.1 objects or purposes similar to those of the Association; and

44.2.2 rules which prohibit the distribution of its income among its members.

#### **45. NOTICES TO MEMBERS**

- 45.1 The Association may give a notice to a Member by:

45.1.1 hand delivering it to the Member personally; or

45.1.2 sending it by pre paid post, electronic mail or facsimile to an address of the Member specified in the register of Members.

- 45.2 A notice to a Member is deemed to be received:

45.2.1 if hand delivered, on delivery;

45.2.2 if sent by prepaid post, three days after posting.

45.2.3 if sent by electronic mail, at the time and on the day shown in the sender's electronic mail delivery report;

45.2.4 if sent by facsimile, at the time and on the day shown in the sender's transmission report.

**Schedule 1 - Proxy**

**SUMMIT HEALTH INCORPORATED  
PROXY**

I .....  
*Name of Member*

of .....  
*Address*

being a Member of the Association

appoint .....  
*Name of proxy or office held*

or if no person is named, the chairperson of the meeting, as my proxy to vote on my behalf:

- at the General Meeting of the Association to be held at [date] and [time] and at any adjournment of that meeting;
- all General Meetings until revoked.

**Direction to proxy**

If you want to direct your proxy how to vote, mark one box only for each resolution. If you do not want to direct your proxy how to vote, do not mark any box for the resolution. If you wish not to vote on a particular resolution, mark the 'Abstain' box.

I direct my proxy to vote as follows:

<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<i>Descriptions</i>			

Date .....

**Signed** by the above named Member in the presence of:

.....  
Signature of witness

.....  
Signature of Member

.....  
Name of witness (print)

