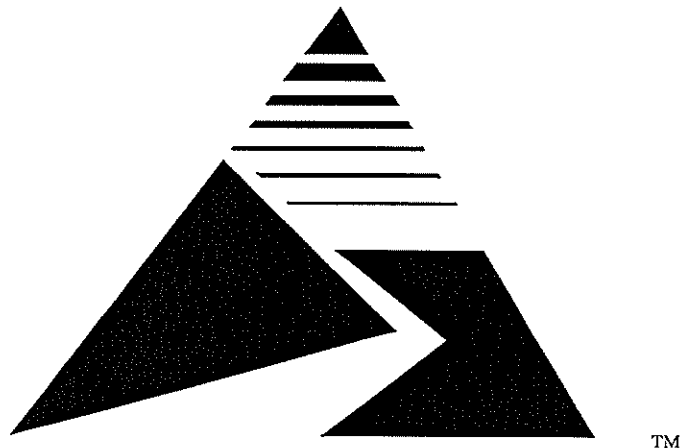


# Constitution of the NEPEAN DIVISION OF GENERAL PRACTICE INC.

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Approved  
2 November 2012



According to the NSW Association Incorporation Act, 2009.  
and approved by members on the 2<sup>nd</sup> November 2012

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## PART 1

### 1. PRELIMINARY

The name of the Incorporated Association is **Nepean Division of General Practice Incorporated** referred to herein as the “**association**” or “**NDGP**”.

### DEFINITIONS

In this constitution:

the “**Act**” means the *association’s Incorporation Act 2009*;

“**Board**” means the committee of the Association

“**chair**” means the person holding office as chair or chairperson of the association;

“**committee**” means the Board of the association;

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

“**Director-General**” means the Director-General as referred to in the Act;

“**special general meeting**” means a general meeting of the NDGP other than annual general meeting;

“**general practitioner**” is a medical practitioner who provides and coordinates comprehensive medical care for the whole person and who has more than 50% of patient consultations rebated at an unrefered rate.

#### “**Member**”

“a member” means a general practitioner who:

- has been active and remains active as a general practitioner in the area covered by the Nepean Division of General Practice boundaries as defined by the Penrith Local Government Area (LGA) for at least one year; and
- who does 50% of his medical (professional) work in the Penrith LGA as a general practitioner.

(c) Grandfather Clause: Full members of the NDGP, as of the 13 October 2006, who fall outside the NDGP boundaries are permitted to remain full members of the NDGP for as long as they fulfil membership requirements.

(d) “associate member” means any medical practitioner or registrar who does not meet the “member” criteria. They will have no voting rights.

(e) “affiliate member” means any person who has been invited by the Board and has links with the medical fraternity and who does not meet other “member” qualification. They will have no voting rights and will have their membership status reviewed annually.

(f) “honorary member” means those members, as decided by the Board, who have made a significant contribution to general practice in the area. They will have no voting rights

(g) “ordinary member” means a member of the Board who is not an office-bearer of the NDGP.

“**sub-committee**” means any group created by the board of the association;

“**secretary**” means –

(a) the person holding office under these rules as secretary of the NDGP;  
or

(b) where no such person holds that office – the public officer of the NDGP;

“**treasurer**” means –

(a) the person holding office as Treasurer of the association; or

(b) Where no such person holds that office – the Company Secretary of the NDGP;

In this constitution:

(a) a reference to any gender includes all genders.

(b) a reference to a Clause or rule is to a clause in this constitution unless otherwise stated.

(c) the singular includes the plural and vice versa.

(d) a reference to a function includes a reference to a power, authority and duty, and

(e) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of a duty.

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

## 2. OBJECTS

The objects for which the association is formed are:

(a) To educate, promote and advocate for the professional interests of medical practitioners in general practice.



- (b) To maintain and improve the conditions and welfare of the medical practitioners in general practice in carrying out their duties to the community.
- (c) To consider and discuss matters affecting medical practitioners in general practice.
- (d) to promote the control or prevention of disease in human beings to;
- i. the community
  - ii. General Practice
  - iii. other professions and professional bodies, and
  - iv. other branches of the medical profession;
- (e) to further the delivery of quality general practice to the community;
- (f) to facilitate general practice access to good quality local education, support for practice management, and local general practice relevant programs to build the capacity of general practice to provide optimum primary health care to the community;
- (g) to provide the infrastructure to enable better communication for general medical practitioners among themselves, other health care providers and other stakeholders in primary health care, to enable the best possible integrated health care to the community, and enable general practice input into local health planning; and
- (h) to be a conduit between general practice and government, and enable general practice advocacy around policy and developments at State and Federal government levels.

The assets and income of the association shall be applied solely in furtherance of the abovementioned objects, and shall not be distributed to the members of the association except as bona fide reimbursement or compensation for services rendered or expenses incurred while participating in activities to further the above mentioned objects.



**PART II****MEMBERSHIP****3. MEMBERSHIP QUALIFICATIONS**

- 3.1 A person is qualified to be a member of the NDGP if, but only if –
- (a) the person is a natural person who –
  - (a) has been nominated for membership of the NDGP as provided by rule 4; and
  - (b) has been approved for membership of the NDGP by the Board of the NDGP.

**4. NOMINATION FOR MEMBERSHIP**

- 4.1 A nomination of a person for membership either as a member or associate member of the NDGP
- (a) shall be made by a member of the NDGP in writing in the form set out as the Board may determine; and
  - (b) shall be lodged with the secretary of the NDGP.
- 4.2 As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Board which shall determine whether to approve or to reject the nomination.
- 4.3 Where the Board determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- 4.4 The secretary shall, on payment by the nominee of the amounts referred to in clause 4.3 within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the NDGP.

**5. CESSATION OF MEMBERSHIP**

- 5.1 A person ceases to be a member of the NDGP if the person –
- (a) dies; or
  - (b) resigns that membership; or
  - (c) is expelled from the NDGP; or
  - (d) ceases to fulfil "member" requirements.
  - (e) fails to pay the annual membership fee (as determined by the Board) under rule 9 within 3 months after the fee is due.



## **6. MEMBERSHIP ENTITLES NOT TRANSFERABLE**

- 6.1. A right, privilege or obligation which a person has by reason of being a member of the NDGP –
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of the person's membership.

## **7. RESIGNATION OF MEMBERSHIP**

- 7.1 A member of the NDGP is not entitled to resign that membership except in accordance with this rule.
- 7.2 A member of the NDGP may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or such other period as the committee may determine) of the members' intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 7.3 Where a member of the NDGP ceases to be a member pursuant to clause 7.2, and in 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.
- 7.4 A member of the association who resigns is still liable for any annual membership fee not paid

## **8. REGISTER OF MEMBERS**

- 8.1 The public officer of the NDGP shall establish and maintain a register of members of the NDGP specifying the name and postal or residential address of each person who is a member of the NDGP together with the date on which the person became a member.
- 8.2 The register of members must be kept in New South Wales:
- (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address, and
  - (c) in such form as the committee considers appropriate including an electronic form.
- 8.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 8.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.



8.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, then that information must not be made available for inspection.

8.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **9. FEES, SUBSCRIPTIONS ETC.**

9.1 A member of the NDGP shall, upon admission to membership, pay to the NDGP a fee of \$50 or, where some other amount is determined by the Board, of that other amount. This will include the whole of the financial year annual membership fee in which the member was accepted.

9.2 In addition to any amount payable by the member under clause 9.1, a membership fee for each class of membership shall be payable annually as determined by the Board;

- (a) except as provided by paragraph (b), on the 1<sup>st</sup> July in each calendar year; or
- (b) where the member becomes a member three months preceding or three months after 1<sup>st</sup> July in any calendar year upon becoming a member and before 1<sup>st</sup> July in each succeeding calendar year.

9.3 Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

## **10. MEMBERS' LIABILITIES**

10 The liability of a member of the NDGP to contribute towards the payment of the debts and liabilities of the NDGP or the cost, charges and expenses of the winding up of the NDGP is limited to the amount, if any, unpaid by the member in respect of membership of the NDGP as required by Clause 9.1.





## **11. RESOLUTION OF DISPUTES**

11.1 A dispute between a member and another member (in their capacity as members) of the NDGP, or a dispute between a member of members and the NDGP are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.

11.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

11.3 The NSW Commercial Arbitration Act applies to any such dispute referred to arbitration.

## **12. DISCIPLINING OF MEMBERS**

12.1 A complaint may be made to the Board by any person that is a member of the association where a member:

- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has wilfully acted in a manner prejudicial to the interests of the NDGP.

12.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

12.3 If the Board decides to deal with the complaint, the Board:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time of the notice is served within which to make submissions to the Board in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

12.4 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 14.

12.5 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 14, whichever is the later.



### **13. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 13.1 A member may appeal to the NDGP in a general meeting against a resolution of the Board which is confirmed under rule 12, within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- 13.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 13.3 Upon receipt of notice from a member under clause 13.1, the secretary shall notify the Board which shall convene a general meeting of the NDGP to be held within 28 days after the date on which the secretary received the notice.
- 13.4 At a general meeting of the NDGP convened under clause 13.3 –
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5 The appeal is to be determined by a simple majority of votes cast by members of the association.



**PART III**

**THE BOARD**

**14. POWERS, ETC. OF BOARD**

14.1 The Committee shall be called the Board of management of the NDGP and, subject to the Act, the Regulation and this constitution and to any special resolution passed by the NDGP in general meeting:

- (a) The affairs of the association shall be managed and controlled exclusively by the committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association and are not by the Act or by these rules required to be done by the association in general meeting.
- (b) The committee shall have the power to appoint such officers and employees as are required to carry out the objects of the association, including a public officer required by the Act and may, provided that any such delegation is permissible under the Act, discuss or delegate any of its powers to such officers and employees.

**15. COMPOSITION AND MEMBERSHIP OF BOARD**


15.1 There shall be shall be a minimum of 3 and a maximum of 6 Directors of NDGP, together called the "Board", comprising the Directors elected directly by the members, and comprising:

- (a) the Chair; and
- (b) up to 5 other elected Directors;  
each of whom shall be elected at pursuant to rule 16.

15.2 The Board will appoint from within its elected Directors, Office Bearers including:

- (a) Vice Chairman
- (b) Treasurer; and
- (c) Secretary

15.3 Each member of the Board shall, subject to these rules, be eligible for re-election for a further two year term, upon serving a 2 year term as a Director.



### Rotational terms for Directors

15.4 There shall be a rotational system of 2 year terms of office for each Director of the Board, so that at each AGM approximately one half of the Board and who have served approximately 2 years since they were elected, must retire from office but, provided that they are not disqualified by law or under these rules from being reappointed, shall be eligible for re-election.

15.5 In the event of a casual vacancy under rule 21 occurring in the membership of the Board, the Board may appoint a member of the NDGP to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment. The term appointed as a casual vacancy will not be counted as a term of office under clause 15.1 for eligibility for re-election.

### 16. ELECTION OF MEMBERS

16 .1 Nominations of candidates for election as Directors of the Board –

- (a) shall be made in writing, signed by 2 members of the NDGP and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered to the secretary of the NDGP not less than **22 days** before the date fixed for the holding of the annual general meeting at which the election is to take place.

16.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

16.3 If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.

16.4 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.

16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

16.6 The ballot for the election Directors of the Board shall be by Postal Voting and declared at the annual general meeting. The Board must ensure that sufficient period is allowed to complete the postal ballot at least 7 days prior to the holding of the relevant AGM but otherwise shall be in such manner as directed by the Board.

16.7 A first past the post voting system will be used to determine the elected positions.

16.8 A member may be nominated for the position of Chairman and/or a Director.

- (a) If a member is elected as the Chairman then his nomination in the Director ballot will then lapse.
- (b) That in the event of a tied vote between two candidates, the ballot will be repeated at the AGM by those present until one member is elected.

## **17. CHAIRMAN**

17.1 The Chairman of the Nepean Division of General Practice is to:

- (a) Chair meetings of the Board
- (b) Have the option to be a member of all sub-committees of the Board

17.2 To be eligible to stand for Chairman the member must have served on the Board for 11 Calendar months.

17.3 The Chairman will receive a stipend as determined by the Board for all work performed within the boundaries of the Division.

## **18. DIRECTORS**

18.1 All Directors shall perform their duties in accordance with best practice of accepted governance practice. This includes but not limited to:

- a. Impartially
- b. In a professional manner
- c. In good faith and
- d. In the best interests of the organisation

## **19. PROFESSIONAL ADVICE**

19.1. The Board shall engage or appoint such other professional personnel to advise or represent the interests of the NDGP as and when the Board requires.

## **20. BY LAWS**

20.1 The Board may determine policies or by laws consistent with but subordinate to the rules of this constitution, to give procedural direction.

## **21. CASUAL VACANCIES**

21.1. For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member –

- (a) dies;
- (b) ceases to be a member of the NDGP;
- (c) becomes an insolvent under administration within the meaning of corporations Law;
- (d) is disqualified by the Act,
- (e) resigns office by notice in writing given to the secretary;



- (f) is removed from office under rule 22
- (g) 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
- (h) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting

## **22. REMOVAL OF MEMBER**

- 22.1 The NDGP in a general meeting may, by resolution, remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 22.2 Where a member of the Board to whom a proposed resolution referred to in clause 22.1 relates, makes representations in writing to the secretary or chairman (not exceeding a reasonable length) and requests that the representations be notified to the members of the NDGP, the secretary or the chairman may send a copy of the representations to each member of the NDGP or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **23. MEETINGS AND QUORUM**

- 23.1 The Board shall meet at least 3 times in each period of 12 months at such place and time as the Board may determine. Meetings may be held by teleconference or other electronic media means.
- 23.2 Additional meetings of the Board may be convened by the chairman or by any two members of the Board.
- 23.3 Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under clause 23.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 23.5 Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 23.6 No business shall be transacted by the Board 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 the same place and at the same hour of the same day in the following week.



23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

23.8 At a meeting of the Board –

- (a) the chairman or, in the chairman's absence, the vice chairman, shall preside; or
- (b) if the chairman and the vice chairman are absent or unwilling to act such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

23.9 Questions arising at any meeting shall be decided by a majority of votes of members of the committee present at the meeting. In the event of an equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

23.10 A member of the committee having a pecuniary or other interest in a contract or action with the association must disclose that interest to the committee as required by the Act and shall not vote with respect to that contract unless otherwise determined by the Board.

#### **24. AUDITOR APPOINTMENT**

24.1 The association (if required by the Act) shall appoint an auditor at its discretion subject to approval by a resolution of the members of the association.

#### **25. DELEGATION BY BOARD TO SUB-COMMITTEE**

25.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the NDGP as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than –

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Board by the Act or by any other law.

25.2 A function, the exercise of which has been delegated to a 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.

25.3 A delegation under this section may be made subject to such conditions or 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 delegation.

25.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

25.5 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 has been done or suffered by the Board.



25.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

25.7 A sub-committee may meet and adjourn as it thinks proper.

## **26. VOTING AND ELECTIONS**

26.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

26.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

26.3 Subject to clause 23.5, the Board may act notwithstanding any vacancy on the Board.

26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.





## **PART IV**

### **GENERAL MEETINGS**

#### **27. ANNUAL GENERAL MEETINGS – HOLDING OF**

- 27.1 The NDGP shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the NDGP, convene an annual general meeting of its members.
- 27.2 Rule 27.1 has effect subject to any extension or permission granted under the Act.

#### **28. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT**

- 28.1 The annual general meeting of the NDGP shall, subject to the Act and to rule 27, be convened on such a date and at such place and time as the Board thinks fit.
- 28.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
- (a) to confirm the minutes of the last preceding annual general meeting and of any extraordinary special meeting held since that meeting;
  - (b) to receive from the Board reports upon the activities of the NDGP during the last preceding financial year;
  - (c) to elect office-bearers of the NDGP and ordinary members of the Board; and
  - (d) to receive and consider the statement which is required to be submitted to members under the Act.
- 28.3 An annual general meeting shall be specified as such in the notice convening it.

#### **29. EXTRAORDINARY SPECIAL MEETINGS – CALLING OF**

- 29.1 The Board may, whenever it thinks fit, convene an extraordinary special meeting of the NDGP.
- 29.2 The Board shall, on the requisition in writing of not less than 20 per cent of the total number of members, convene an extraordinary special meeting of the NDGP.
- 29.3 A requisition of members for a extraordinary special meeting –
- (a) shall state the purpose of purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall be lodged with the secretary; and



- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 29.4 If the Board fails to convene a extraordinary special meeting to be held within 1 month after the date of 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 extraordinary special meeting to be held not later than 3 months after that date.
- 29.5 A extraordinary special meeting convened by a member or members as referred to in clause 29.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs reasonable expenses is entitled to be reimbursed by the NDGP for any expense so incurred.

### **30. NOTICE OF A GENERAL MEEING**

- 30.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the NDGP, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post 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.
- 30.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the NDGP, 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 financial member in the manner provided in clause 30.1 specifying, in addition to the matter required under clause 30.1, the intention to propose the resolution as a special resolution.
- 30..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 rule 30.2.
- 30.4 A member desiring to bring any business before a general meeting may give notice in writing by one week before the meeting of that business to the secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member. Any further notice of meeting may be by electronic means.

### **31. PROCEDURE AT A GENERAL MEETING**

- 31.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.



- 31.2 Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 31.3 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 in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day do which the meeting is adjourned) at the same place.
- 31.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.
- 31.5 The chair or, in the chair's absence, the vice-chair, shall preside as chairperson at each general meeting of the NDGP.
- 31.6 If the chair and the vice-chair are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.
- 31.7 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of 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.
- 31.8 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 NDGP stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.9 Except as provided in rule 30, 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.
- 31.10 A question arising at a general meeting of the NDGP 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 NDGP, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.



- 31.11 At a general meeting of the NDGP, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 31.12 Where a poll is demanded at a general meeting, the poll shall be taken –
- (a) 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
  - (b) 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 the resolution of the meeting on that matter.

## **32. SPECIAL RESOLUTION**

- 32.1 A resolution of the NDGP is a special resolution if –
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the NDGP as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Commission.

## **33. VOTING**

- 33.1 Upon any question arising at a general meeting of the NDGP, a member has one vote only.
- 33.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- 33.3 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.
- 33.4 A member or a member of proxy is not entitled to vote at any general meeting of the NDGP unless all money due and payable by the member or proxy to the NDGP has been paid.
- 33.5 The cut off date for current financial members eligible to vote will be five (5) weeks before the promulgated date of any general meeting.



#### **34. APPOINTMENT OF PROXIES**

- 34.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.  
A member will be entitled to instruct his proxy to vote in favour or against any proposed resolution(s) and unless so instructed the proxy may vote as he thinks fit.
- 34.2 The notice appointing the proxy will be in the form as approved by the Board.

#### **35. MINUTES OF MEETINGS**

- 35.1 Proper minutes detailing resolutions, motions and actions of all proceedings of meetings of the association and of meetings of the committee and sub-committees shall be prepared and submitted for adoption to the next meeting of the committee or sub-committee. In the case of an AGM or General Meeting such minutes may be approved for action by the next meeting of the Board, but be subject to confirmation by the members at the next AGM.
- 35.2 The minutes prepared in accordance with sub-rule (35.1) shall be signed by the chairperson of the committee meeting or sub-committee meeting to which the minutes relate or by the chairperson of the next succeeding committee meeting or sub-committee meeting, and the minutes shall be retained by the Public Officer by hard copy or electronic means for a period of at least 7 years. .
- 35.3 Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, and 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.



## **PART V**

### **MISCELLANEOUS**

#### **36. INSURANCE**

36.1 The NDGP shall effect and maintain insurance including insurance for the benefit of officers and committee members in relation to the performance of their roles in the association.

#### **37. FUNDS – SOURCE**

37.1 The funds of the NDGP shall be derived from entrance fees and annual subscriptions of members, donations, grants and, subject to any resolution passed by the NDGP in general meeting, such other sources as the Board determines.

37.2 All money received by the NDGP shall be deposited as soon as practicable and without deduction to the credit of the NDGP's bank account or other authorised deposit-taking institution account or investment as determined by the Board.

37.3 The NDGP shall, as soon as practicable after receiving any money, issue an appropriate receipt as may be required.

#### **38. FUNDS – MANAGEMENT**

38.1 Subject to any resolution passed by the NDGP in general meeting, the funds of the NDGP shall be used in pursuance of the objects of the NDGP in such manner as the Board determines.

38.2 Funds, including payments, and subject to the accepted checks and due diligence, may be managed by electronic means.

38.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by the Board through delegations in a manner that is consistent with accepted financial practice.

#### **39. ALTERATION OF OBJECTS AND RULES**

39.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the NDGP.

39.2 An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.



#### **40. COMMON SEAL**

- 40.1 The common seal of the NDGP shall be kept in the custody of the public officer. Under the Act, it is no longer a requirement to hold a common seal and the use of such will be for ceremonious occasions.
- 40.2 As may be required the common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the public officer or secretary.

#### **41. CUSTODY OF BOOKS ETC.**

- 41.1. Except as otherwise provided by these rules, 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 NDGP. This may be by means of electronic storage and archiving.

#### **42. INSPECTION OF BOOKS ETC.**

- 42.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonably hour:
- (a) Audited records, books, and other financial documents of the association,
  - (b) this constitution, and
  - (c) minutes of all Board meetings and general meetings of the association.
- 42.2 A member of the association may obtain a copy of any documents referred to in subclause (1) on a payment of a fee of not more than \$1 for each page copied.
- 42.3 For the purposes of an AGM, only Agenda of meeting, with supporting documentation including a short form Financial Statement based upon the Audited accounts will be sent to Members.

#### **43. SERVICE OF NOTICES**

- 43.1 For the purpose of these rules, a notice may be served by or on behalf of the NDGP upon any member either personally or by sending it by post to the member at the member's address shown in the register of members. It will be the onus of the member to notify the organisation of any changes of address.
- 43.2 For the purpose of a valid address a member may authorise an electronic email or facsimile address.
- 43.2 Where a document is sent to a person by properly addressing, prepaying and posting or by accepted electronic transmission means to the person a letter containing the document, the document shall, unless the contrary is proved, be



deemed for the purposes of these rules to have been served on the person at the time at which the letter would have normally been delivered in the ordinary course of post.

- 43.3 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.

#### **44. GIFT FUND**

44.1 The NDGP shall, whilst it is endorsed as a deductible gift recipient, maintain for the principle objectives of the organisation a gift fund:

- a) to which gifts of money or property for the purpose are made;
- b) to which any money received by the NDGP because of those gifts is to be credited; and
- c) that does not receive any other money or property.

44.2 The NDGP will only use the following for the principle objectives of the organisation:

- a) gifts made to the Gift Fund;
- b) any money received because of those gifts.

#### **45. FINANCIAL YEAR**

45.1 The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

#### **46. WINDING UP AND APPLICATION OF SURPLUS**

46.1 The association may be wound up in the manner provided for by the Act.

46.2 If the gift fund is wound up, or if the endorsement (if any) of the association as a Deductible Gift Recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

46.3 If the association is wound up, any surplus assets (other than the surplus assets of the gift fund) remaining after the payment of the association's liabilities shall be paid to another organisation whose principle purpose is charitable, in accordance with a special resolution of the association, or in default of such a decision, in accordance with the decision by a Judge of the Supreme Court of New South Wales.





**Record of Changes****Approved Amendments that have been approved in accordance with Rule 32.1 and registered by the Public Officer with the Department of Fair Trading**

<b>Date</b>	<b>Meeting</b>	<b>Reference/Comment</b>	<b>Signature*</b>
1/9/2000	AGM	Addition to Rule 14(7) Tied vote procedure	<i>Y Wallace</i>
2/8/2002	Special General Meeting	See NDGP 271/02 for motions. Rule 42.2 Change not for profit to gift deductible. Rule 13.1(c) deleted Rule 22.1 Reference to first AGM deleted. Rule 22.2 Deleted (first AGM) Rule 22.3 Words Clause 22.2 deleted, New rule 22.2 inserted Word "Committee" replaced by word "Board" Word "Association" replaced by "NDGP" Rule 1.1 NDGP Interpreted Phase "special general meeting" replaced by "extraordinary special meeting" Insert new Rules (15 & 16) After Rule 14 and renumber (15 Chairman's duties; 16 Vice Chairman's duties) New Rule 26.2(b) delete 5%, insert 20%	<i>M J Edwards</i>
17/10/03	AGM	Insert "honorary member" definition	<i>M J Edwards</i>
		Insert new rule 44.1 to 44.3 under heading Gift Fund	<i>M J Edwards</i>
15/10/04	AGM	Insert new definitions for "general practitioner", "member", "associate member" and Wentworth Area Health service"	<i>M J Edwards</i>
14/10/05	AGM	Insert new rule 4(d) membership requirement	<i>M. J. Edwards</i>
13/10/06	AGM	Insert under "member" definition new capture boundary as defined by Commonwealth Insert under "member" definition new Grandfather clause (c) Delete "Wentworth Area Health Service (WAHS)" definition Insert revised rule 32.7 – Funds management	<i>M. J. Edwards</i>
19/9/08	EGM	Delete Rule 3.1(a) & appendix 1 and insert new Rule 3.1(a) and renumber Appendix 2 as Appendix 1. Delete Rules 13,14, 16,17 18 and insert new Rules 13, 14, 16 , 17 18 Delete Rules 33.4 and 34.2 and insert new rules 33.4, 33.5, 34.2.	<i>M. J. Edwards</i>
2/11/12	AGM	Complete revision of Constitution	

\* Authority permitted as Public Officer of the Division who has advised the Department of Fair Trading of the amendment in accordance with Section 11 and contain matters specified in Schedule 1 of the Associations Incorporation Act, 1984 after due process of approval by members.

