

# Central Wheatbelt Division of General Practice Incorporated

# CONSTITUTION

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1. Name of the Association

The name of the Association is the Central Wheatbelt Division of General Practice Incorporated (or Inc.) (Hereinafter 'the Association')  
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email: central@wheatbelt.com.au  
Web Page www.wheatbelt.com.au

2. The Aims of the Association

2.1 The aims of the Association (as defined by the Commonwealth Department of Health & Ageing as the Central Wheatbelt Division) are:

- (a) The promotion of prevention and/or control of diseases in human beings, through general practice; and
- (b) To facilitate General Practitioners to link together and through applying the objects of the Association address better health outcomes in the Divisional area.

3. Objects of the Association

3.1 The objects of the Association are:

- To establish a network of general practitioners in the Division area;
- To encourage general practitioners to work with other health & allied health professionals to upgrade the quality of health service delivery at the local level;
- To enhance the quality of education and professional development opportunities available for general practitioners and undergraduates in the region;
- To co-ordinate and assist general practitioners to undertake community based health projects;

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- o To enable general practitioners to contribute to health planning at a local level;
- o To meet the special (and localised) health needs of groups and individuals with chronic conditions, particularly where these needs are not adequately addressed by current health system;
- o To liaise with the multitude of community health groups in the region;
- o To encourage networking and resource sharing between other Divisions of General Practice in Western Australia and other states of Australia;
- o To decrease professional isolation for general practitioners in the region by offering them support.

3.2 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### 4. Powers of the Association

The powers conferred on the Association by Section 13 of the Act are subject to any additions, exclusions or modifications contained in the rules.

### 5. Qualifications for Membership of the Association

5.1 Membership of the Association will be in three categories:

- (a) Full Membership - A medical practitioner who principally spends greater than or equal to 50% of their work hours as a General Practitioner within the Association's geographical area
- (b) Associate Membership - all other general practitioners, medical officers, medical specialists, medical administrators, nurses, pharmacists, physiotherapists, occupational therapists, clinical psychologists, social workers and any other interested parties.
- (c) Corporate Members - all organisations who share an interest in the aims and objectives of the Association
- (d) Associate and Corporate members shall not be entitled to vote.

5.2 A person who wishes to become a member shall apply for membership by returning the request for membership form to the Association's office.

5.3 The decision to accept or reject any application for membership shall rest with the Board of Management

5.4 A Full Member who, through change in circumstances, no longer qualifies for full membership, shall automatically become an Associate Member.

5.5 An Associate Member who, through change in circumstances, qualifies for full membership shall automatically become a Full Member.

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6. Register of Members of the Association
  - 6.1 The Chief Executive Officer shall keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the usual place of business of the Association.
  - 6.2 The Chief Executive Officer shall cause the name of a person who dies or who ceases to be a Member under rules 7.4, 8.1 or 9 to be deleted from the register of members referred to in sub rule 1.
7. Subscriptions of Members of the Association
  - 7.1 Joining Fee and Annual Membership Fee for all categories will be set at an amount determined by members from time to time at an Annual General Meeting.
  - 7.2 Each member shall pay to the Association, annually on or before the 1<sup>st</sup> July or such other date as the Board of Management from time to time determines, the amount of the Annual Membership Fee determined under sub rule 1.
  - 7.3 The Board of Management can determine the pro-rata membership subscription for members who are paying their subscription in the last six months of the period of membership.
  - 7.4 Subject to sub rule 5, a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub rule 2 ceases on the expiry of that period to be a member, unless the Board of Management decides otherwise.
  - 7.5 A member is a financial member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under sub rule 2 or within 3 months thereafter.
8. Resignation of Members of the Association
  - 8.1 A member who delivers notice in writing of their resignation from the Association to the Chief Executive Officer or a Board of Management member ceases on that delivery to be a member.
  - 8.2 A person who ceases to be a member under sub rule 1 remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

## 9. Expulsion of Members of the Association

- 9.1 If the Board of Management considers that a member should be expelled from membership of the Association because of their conduct being detrimental to the interests of the Association, the Board of Management shall communicate, either orally or in writing, to the member;
- (a) Notice of the proposed expulsion and of the time, date and place of the Board of Management meeting at which the question of that expulsion will be decided; and
- (b) Particulars of that conduct, not less that 30 days before the date of the Board of Management meeting referred to in sub rule 9.1(a)
- 9.2 At the Board of Management meeting referred to in a notice communicated under sub rule 1, the Board of Management may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board of Management, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.
- 9.3 Subject to sub rule 5, a member who is expelled under sub rule 2 from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel them is communicated to them under sub rule 2.
- 9.4 A member who is expelled under sub rule 2 from membership of the Association shall, if they wish to appeal against that expulsion, give notice to the Chief Executive Officer of their intention to do so within the period of 14 days referred to in sub rule 3.
- 9.5 When notice is given under sub rule 4;
- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board of Management to expel that member; and
- (b) the member who gave that notice does not cease to be a member unless and until the decision of the Board of Management to expel them is confirmed under this sub rule.

## 10. The Board of Management

- 10.1 The affairs of the Association shall be managed exclusively by a Board of Management consisting of up to six voting members.
- (a) Five of whom shall be Full Members of the Association elected by means of a postal vote held not less than 21 days before the Annual General Meeting, or appointed under sub rule 9; and
  - (b) One of whom may be an Associate Member of the Association co-opted by the Board. A person co-opted under this sub rule shall hold office until the next Annual General Meeting
  - (c) Three of the six Board of Management members shall be elected in years ending with even numbers and the other three in years ending with uneven numbers.
  - (d) The Board of Management members shall hold office for a term of two years. At the first election held under these rules as amended, the three Board of Management members whose term have expired but who are not up for election shall continue for a further term of one year.
  - (e) The Board of Management may from time to time co-opt Non Voting Members including but not limited to:
    - The Chief Executive Officer
    - Associate Members of the Association
    - The Past Chairperson of the Board of Management
    - Other persons whom the Board of Management may consider to be beneficial to the Association
- 10.2 At the commencement of each successive Annual General Meeting, the three Board of Management members who have served their two year term shall cease to be Board of Management members but shall be eligible for re-election to membership of the Board of Management.
- 10.3 Subject to sub rule 4, a person is not eligible for election to membership of the Board of Management unless a Full Member has nominated them for election by delivering notice in writing of that nomination, signed by the nominator and the nominee to signify their willingness to stand for election, to the Chief Executive Officer not less than 21 days before the day on which the postal vote is to be held.
- 10.4 Sub rule 3 does not apply to a person who is eligible for re-election under sub rule 2.
- 10.5 A person who is eligible for election or re-election may propose or second themselves for election or re-election and vote for themselves.
- 10.6 Elections for the Board of Management members will be conducted by postal ballot.

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- 10.7 The Chief Executive Officer shall ensure that notice and a ballot paper of all persons seeking election to membership of the Board of Management is sent to all voting members 14 days prior to the date determined to be the ballot date.
- 10.8 If the number of persons nominated for election to membership of the Board of Management does not exceed the number of vacancies in that membership to be filled, the Chief Executive Officer shall report accordingly to the Chairperson and the Chairperson shall declare those persons to be duly elected as members of the Board of Management, at the Annual General Meeting concerned.
- 10.9 When a casual vacancy as defined under rule 13 occurs in the membership of the Board of Management, the Board of Management may:

Either:

Appoint a member to fill that vacancy. A member appointed under this sub rule shall hold office and be eligible for election to membership of the Board of Management at the next Annual General Meeting.

Or:

Appoint an associate member to fill that vacancy. An associate member appointed under this sub rule shall hold office until the next Annual General Meeting.

11. Chairperson

11.1 The Chairperson shall be elected by the Board of Management at the first meeting following each Annual General Meeting, and shall preside until;

- (a) The end of the next Annual General Meeting or
  - (b) They cease to be a member or
  - (c) The Board of Management elects an alternative Chairperson
- whichever occurs first.

In the event of a tied vote, the Chairperson shall be elected by the drawing of names from a hat.

11.2 Subject to this rule, the Chairperson shall preside at all general meetings and Board of Management meetings.

11.3 In the event of the absence of the Chairperson from the meeting, the Deputy Chairperson or in their absence, one of the Board of Management members, will take on the role of Chairperson after being elected by the other members present at the meeting.

11.4 Deputy Chairperson

The Deputy Chairperson shall be elected by the Board of Management at the first meeting following each Annual General Meeting, and shall remain until; (a) The end of the next Annual General Meeting or

- (b) They cease to be a member or
  - (c) The Board of Management elects an alternative Deputy Chairperson
- whichever occurs first.

In the event of a tied vote, the Deputy Chairperson shall be elected by the drawing of names from a hat.

#### 11.5 Association Secretary

The Association Secretary shall be elected by the Board of Management at the first meeting following each Annual General Meeting, and shall remain until;

- (a) The end of the next Annual General Meeting or
- (b) They cease to be a member or
- (c) The Board of Management elects an alternative Association Secretary  
whichever occurs first.

In the event of a tied vote, the Association Secretary shall be elected by the drawing of names from a hat.

If no member of the Board of Management is elected to this position the Board may co-op a suitable person.

#### 12. Chief Executive Officer

12.1 The Chief Executive Officer is not a member of the Association and will be appointed by the Board of Management to undertake the duties of rule 12.2 and other duties as directed by the Chairperson.

12.2 The Chief Executive Officer shall:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Board of Management and of the Association;
- (c) comply on behalf of the Association with:
  - (i) section 25 and 26 of the Act in respect of accounting records of the Association;
  - (ii) section 27 of the Act in respect of the register of members of the Association;
  - (iii) section 28 of the Act in respect of the rules of the Association; and
  - (iv) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association.
- (d) Be responsible for the receipt of all monies paid to or received by, or by him on behalf of, the Association and shall issue receipts for those monies in the name of the Association;
- (e) Pay all monies referred to in sub rule (c) into such account or accounts of the Association as the Board of Management may from time to time direct;
- (f) Make payments from the funds of the Association with the authority of a general meeting or of the Board of Management and in so doing ensure that all cheques are signed by two persons, one of whom must be an elected Board of Management member;

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- (g) Hold the common seal and ensure that it shall not be used without the express authority of the Board of Management and that every use of the said seal be recorded along with signatories of any two Board of Management members, one of whom must be elected;
- (h) Whenever directed to do so by the Chairperson, submit to the Board of Management a report, balance sheet or financial statement in accordance with that direction;
- (i) Have custody of all securities, books, records and registers of the Association and documents of a financial nature and accounting records of the Association, including those referred to in sub rules 2(c)(i-iv) and 2(g); and
- (j) Perform such other duties as are imposed by these rules on the Chief Executive Officer.

13. Casual Vacancies in Membership of the Board of Management

13.1 A casual vacancy occurs in the office of a Board of Management member and that office becomes vacant if the Board of Management member:

- (a) Dies;
- (b) Resigns by notice in writing delivered to the Chairperson or, if the Board of Management member is the Chairperson, to the Vice Chairperson;
- (c) Is convicted of an offence under the Act or a criminal offence which, if found guilty would carry a prison term;
- (d) Is permanently incapacitated by mental or physical ill-health;
- (e) Is absent for more than 3 consecutive Board of Management meetings without tendering an apology acceptable to the person presiding at each of those Board of Management meetings;
- (f) Ceases to be a Full or Associate Member of the Association;
- (g) The Board of Management position remains unfilled after an Annual General Meeting.

14. Proceedings of the Board of Management

14.1 The Board of Management shall meet together for the dispatch of business not less than once in three calendar months and the Chairperson may at any time convene a meeting of the Board of Management.

14.2 Each voting Board of Management member has a deliberative vote.

14.3 A question arising at Board of Management meetings shall be decided by a majority of votes.

14.4 At a Board of Management meeting three (3) voting Board of Management members constitute a quorum.

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- 14.5 Subject to these rules, the procedure and order of business to be followed at the a Board of Management meeting shall be determined by the Board of Management members present at the Board of Management meeting. For meeting procedures the Chairperson shall rely on the Association Standing Orders.
- 14.6 A Board of Management member having any direct or indirect pecuniary interest in any contract or proposed contract, entered into or to be entered into by the Board on behalf of the Association are required to disclose that interest and shall abstain from voting on that issue.
15. General Meetings
- 15.1 The Board of Management;
- (a) may at any time convene a special General Meeting
  - (b) shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by section 23 of the Act; and
  - (c) shall, within 30 days of;
    - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
    - (ii) The Chief Executive Officer receiving a notice under sub rule 9.4, convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- 15.2 The Members making a request referred to in sub rule 1(c)(i) shall
- (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- 15.3 If a special general meeting is not convened within the relevant period of 30 days referred to;
- (a) in sub rule 1(c)(i) the members who made the request concerned may themselves convene a special general meeting as if they were the Board of Management; or
  - (b) in sub rule 1(c)(ii), the member who gave the notice concerned may themselves convene a special general meeting as if they were the Board of Management.
- 15.4 When a special general meeting is convened under sub rule 3(a) or (b);
- (c) the Board of Management shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
  - (a) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- 15.5 Subject to sub rule 8, the Chief Executive Officer shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.

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- 15.6 A notice given under sub rule 5 shall specify;
- (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 15.7 In the case of an Annual General Meeting, the order in which business is to be transacted is:
- (a) First, the consideration of the accounts and reports of the Board of Management,
  - (b) Second, any other business requiring consideration by the Association in a general meeting, and
  - (c) Third, the reporting of election results of the Board of Management members to replace outgoing Board of Management members.
- 15.8 The Chief Executive Officer shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- 15.9 The Chief Executive Officer may give a notice under sub rules 5 or 8 by:
- (a) Serving it on a member personally; or
  - (b) Sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- 15.10 When a notice is sent by post under sub rule 9(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- 15.11 For meeting procedures the Chairperson shall rely on the Standing Orders.
16. Quorum in Proceedings at General Meetings
- 16.1 At a general meeting five (5) members present in person or by proxy constitute a quorum.
- 16.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rules 15.5 or 15.8;
- (a) as a result of a request or notice referred to in rule 15.1(c) or as a result of action taken under rule 16(3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 16.3 If within 30 minutes of the time appointed by sub rule 2(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 16.4 The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

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- 16.5 There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 16.6 When a general meeting is adjourned for a period of 30 days or more, the Chief Executive Officer shall give notice under rule 16 of the adjourned general meeting as if the general meeting were a fresh general meeting.
- 16.7 At a general meeting;
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands of Full Members; and
  - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- 16.8 A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub rule 9.
- 16.9 At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by 3 or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 16.10 If a poll is demanded and taken under sub rule 9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 16.11 A poll demanded under sub rule 9 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
17. Minutes of Meeting of the Association
- 17.1 The Chief Executive Officer shall cause proper minutes of all proceedings of all general meetings and Board of Management meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board of Management meeting, as the case requires, in a minute file kept for that purpose.
- 17.2 The Chairperson shall ensure that the minutes taken of a general meeting or Board of Management meeting under sub rule (1) are checked and signed as correct by the Chairperson of the general meeting or Board of Management meeting to which those minutes relate or of the next succeeding general meeting or Board of Management meeting, as the case requires.
- 17.3 When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
- (a) the general meeting or Board of Management meeting to which they relate (in this sub rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

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18. Voting Rights of Members of the Association

18.1 Subject to these rules, each Full Member, whose membership fees are fully paid, present in person or by proxy at a general meeting is entitled to a deliberative vote.

19. Proxies of Members of the Association

19.1 A member (in this rule called 'the appointing member') may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on their behalf at, any general meeting.

20. Rules of the Association

20.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in section 17, 18 and 19 of the Act.

20.2 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

21. Inspection of Records, etc. of the Association

21.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

22. Distribution of Surplus Property on Winding Up of the Association

22.1 If upon the winding up of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members, but shall be given or transferred to another association incorporated under the Act which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution or health promotion charity to which income tax deductible gifts can be made and which association shall be determined by resolution of the members.

23. Establishment and operation of Gift Fund

23.1 The Board of Management must maintain for the objects of the Association a fund (Gift Fund):

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

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- 23.2 The Board of Management must use the following only for the objects of the Association:
- (a) gifts made to the Gift Fund;
  - (b) any money received because of those gifts.
- 23.3 At the first occurrence of:
- (a) the winding up of the Gift Fund; or
  - (b) the Association ceasing to be a deductible gift recipient under item 1.1.6 of section 30-20, of the ITAA97,
- any surplus assets of the Gift Fund must be transferred to another association incorporated under the Act which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution or health promotion charity to which income tax deductible gifts can be made and which association shall be determined by resolution of the members. The Board of Management must maintain a separate bank account for the Gift Fund.
24. Taxation Status
- 24.1 The Association shall promptly notify the Commissioner of Taxation of any amendments to this Constitution.
25. Indemnity
- 25.1 Every Board of Management member, auditor, public officer, Executive Officer and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the law in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or trust.