

**CORPORATIONS ACT, 2001  
COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

of

**SOUTH EASTERN SYDNEY DIVISION OF GENERAL PRACTICE LIMITED**

**1. INTERPRETATION**

**1.1 This Constitution**

This Constitution contains clauses setting out the manner in which the Members of the Division have agreed to conduct the internal administration of the Division.

**1.2 Replaceable Rules**

This Constitution takes the place of the Replaceable Rules.

**1.3 Definitions**

In this Constitution, unless the context otherwise requires:

“**AGM**” means Annual General Meeting;

“**Associate Member**” means a Member of the Division who is either not a General Practitioner or is a General Practitioner who practises in a location which is outside the area of the Designated Area;

“**Board**” means the Board of Directors of the Division;

“**Constitution**” means the constitution and any supplementary, substituted or amended constitution being in force from time to time;

“**Designated Area**” means the geographic area within the post codes of 2015, 2017, 2018, 2019, 2020, 2024, 2031, 2032, 2033, 2034, 2035 and 2036;

A “**Director**” mean a person who is elected or appointed to that position in accordance with the Constitution and is acting in that capacity;

“**Division**” means the South Eastern Sydney Division of General Practice Limited;

“**EGM**” means Extraordinary General Meeting;

“**Executive**” means collectively the President, Vice President and Treasurer each of whom shall be elected by the Board in accordance with this Constitution

**“General Practitioner”** means a “medical practitioner” as defined in Section 3 of the Health Insurance Act 1973 (Cth) including any amendment or re-enactment of the same or any legislation passed in substitution and whose practice involves the provision of primary, continuing and comprehensive whole-patient care to individuals, families and their community;

**“Gift Fund”** means a fund maintained for the principal purpose of the Company.”

**“Immediate Past President”** means the person who held the office of President immediately prior to the then current President;

**“Law”** means the Corporations Act 2001 or any statutory modification, amendment or re-enactment in force and any reference to any section, part or division is to that provision as so modified, amended or re-enacted;

**“Member”** means a person admitted by the Board as an Ordinary Member or Associate Member of the Division;

**“Ordinary Member”** means a Member of the Division who is a General Practitioner who practises for at least four (4) hours each week in a location which is within the area of the Designated Area;

**“President”** means the President elected by the Board in accordance with this Constitution;

**“Replaceable Rule”** has the same meaning as is ascribed to it in the Law;

**“Seal”** means the common seal of the Division;

**“Secretary”** means any person appointed to perform the duties of a Secretary of the Division and includes an honorary Secretary;

**“State”** means the State of New South Wales;

**“Teleconference Meeting of the Board”** means the contemporaneous linking together by telephone, radio or other form of instantaneous audio and visual communication of a number of members of the Board constituting not less than the quorum required for the purpose of this Constitution whether or not one or more members of the Board is outside the Commonwealth of Australia.

#### 1.4 **Meaning of words**

- (a) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (b) word or expressions contained in this Constitution shall be interpreted in

accordance with the provision of the Corporations Law and the Law as in force at the date of which this Constitution become binding on the Division ;

- (c) persons include companies and corporations and vica versa;
- (d) the masculine gender includes the feminine gender and vica versa; and
- (e) the singular number includes the plural number and vica versa.

## **2. PURPOSE OF DIVISION**

***The principal objects for which the Company is formed are to promote the prevention and control of diseases in human beings through programs and activities that:***

- (a) maintain and improve the standards of practice of General Practitioners;
- (b) establish quality assurance programs for General Practitioners;
- (c) develop partnerships and ensure closer working relationship between General Practitioners, the hospitals in the Designated Area, the Area Health Service, other Divisions of General Practice, Alliance of NSW Divisions, government departments involved in health care administration and consumer groups;
- (d) involve General Practitioners in the development of policies, procedures and strategies to ensure continuity of care as patients move between the community and hospital;
- (e) facilitate patient access to General Practitioners instead of hospital based services where appropriate;
- (f) facilitate access to hospitals by General Practitioners;
- (g) develop educational programs in conjunction with all relevant and interested parties;
- (h) create networks of local General Practitioners for the purpose of service delivery, health promotion, disease prevention and research;
- (i) facilitate preventative health activities by General Practitioners;
- (j) improve and facilitate continuing medical education activities for General Practitioners particularly those relevant to interface between hospital based and community based practice;
- (k) promote continuity of care in the area of chronic complex illnesses;
- (l) foster, cultivate and encourage fellowship, understanding and co-operation

between General Practitioners;

- (m) form a bond of union among General Practitioners;
- (n) form partnerships with organisations whose objectives are similar to those of the Division;
- (o) result in collaboration with the area health, community health and area hospitals to achieve measurable health outcomes and improve the health of the local population; and
- (p) result in doing all things necessary to carry out the above objects.

### 3. MEMBERS

#### 3.1 Eligibility to be a Member

- (a) Any person is eligible to apply to become an Ordinary Member who meets the definition of “Ordinary Member” in this Constitution.
- (b) Any person is eligible to apply to become an Associate Member who meets the definition of “Associate Member” in this Constitution.

#### 3.2 Admission of Members

- (a) An applicant for membership shall complete, duly execute and deliver to the Secretary an application for membership (“Application for Membership”) in the following form:

“To the Secretary  
South Eastern Sydney Division of General Practice Limited  
of (insert address of Division )

I/We\* apply to become an Ordinary/Associate\* Member of the South Eastern Sydney Division of General Practice Limited and if accepted for membership agree to be bound by the Constitution and Rules and Regulations of the said Division.

Dated: 20

Signed  
..... “\*delete as applicable

- (b) After receipt of any Applications for Membership, at its next meeting the Board shall consider and determine the Application for Membership submitted by applicants in accordance with this Constitution. In no case shall the Board be required to give reason for the rejection of an applicant.

- (c) When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and request for payment of his entrance fee (if any) and first annual subscription (if any). Upon payment of his entrance fee and his first annual subscription the applicant shall become a Member of the Division. If such payment be not be made within two (2) calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the application for membership of the Division.

### 3.3 Entitlement of Members

- (a) Ordinary Members shall have all rights conferred on a Member by this Constitution including:
  - (i) the right to receive notices, attend and to vote at all meetings of the Division; and
  - (ii) the eligibility to stand for election as a Director.
- (b) Associate Members shall have all rights conferred on a Member by this Constitution including the right to receive notices and to attend all meetings of the Division but shall not be:
  - (i) entitled to vote at meetings of the Division; nor
  - (ii) eligible to stand for election as a Director.

### 3.4 Disciplining of Members

3.4.1 Subject clauses 3.4.2 and 3.4.3, the Board has the power by resolution to censure, fine, suspend or expel a Member from the Division if such Member shall:

- (a) wilfully refuse to neglect to comply with the provisions of the Constitution of the Division; or
- (b) be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests, image or welfare of the Division; or
- (c) make public statements which in the opinion of the Board are damaging to the reputation of the Division or its Board; or
- (d) fail to pay to the Division any moneys due by the Member to the Division after due notice has been given.

3.4.2 At least one week before the meeting of the Board at which a resolution in accordance with clause 3.4.1 is proposed the Board must give written notice to the Member:

- (a) advising the Member of the date, time and place of the meeting;
- (b) the general nature of what is alleged against him; and

(c) the intended resolution is proposed by the Board.

3.4.3 At such meeting before the passing of any resolution in relation to a Member, the Member must be given an opportunity of giving orally or in writing any explanation or defence he may think fit.

### 3.5 Cessation of Membership

A Member shall cease to be a Member of the Division and his name be deleted from the Register of Members if the Member;

(a) dies;

(b) resigns as a Member by notice in writing to the Division;

(c) is expelled from the Division in accordance with Clause 3.4 above;

(d) (in the case of an Ordinary Member) ceases to meet the definition of “Ordinary Member” in this Constitution; or

(e) (in the case of an Associate Member) ceases to meet the definition of “Associate Member” in this Constitution.

### 3.6 Fees

The entrance fee and annual subscription payable by Members of the Division shall be such amount as the Board shall prescribe from time to time.

### 3.7 Assets and income

The assets and income of the organisation shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

## 4. GENERAL MEETINGS

### 4.1 Annual General Meeting

An AGM of the Division shall be held in accordance with the provision of the Law. All general meetings, other than an AGM shall be called an EGM.

### 4.2 Convening of an EGM

Any Director, whenever he thinks fit, may convene an EGM. An EGM shall be

convened on such requisition or in default may be convened by such requisitions as provided by the Law.

#### 4.3. **Period of Notice of Meetings**

- (a) Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, at least twenty one (21) days notice shall be given to such person as are entitled to receive such notices from the Division specifying:
  - (i) the place of meeting;
  - (ii) the day and hour of meeting; and
  - (iii) in case of special business, the general nature of that business.
- (b) The period of notice given by the Division shall be exclusive of:
  - (i) the day on which the notice is served or deemed to be served; and
  - (ii) the day for which notice is given.

#### 4.4 **Notice By Post or Facsimile Transmission**

A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by facsimile transmission, or other electronic means, is taken to be given on the business day after it is sent.

#### 4.5 For the purposes of this clause 4 business shall be special that is transacted at an EGM and also all that is transacted at an AGM, with the exception of the following:

- (a) receipt and consideration of the balance sheet and income and expenditure accounts and the report of the Auditors;
- (b) receipt and consideration of reports of the Board;
- (c) election of officers and other members of the Board in the place of those retiring; and
- (d) appointment of the Auditors, if necessary.

### 5. **PROCEEDINGS AT GENERAL MEETING**

#### 5.1 **Quorum**

##### 5.1.1 *Number required for Quorum*

The quorum for a meeting of Members of the Division is fifteen (15) Ordinary Members and the quorum must be present at all times during the meeting.

### 5.1.2 *Determining whether Quorum present*

In determining whether a quorum is present the Division must count individuals attending as proxies or body corporate representatives. If an Ordinary Member has appointed more than 1 proxy or representative, the Division must count only 1 of them.

### 5.1.3 **No quorum present**

A meeting of Members of the Division that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the Board specifies. If the Board do not specify 1 or more of those things, the meeting is adjourned to:

- (a) if the date is not specified - the same day in the next week; and
- (b) if the time is not specified - the same time; and
- (c) if the place is not specified - the same place

### 5.1.4 *No quorum at resumed meetings*

If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

## 5.2 **Chairing of meetings of Members**

### 5.2.1 *President to chair meetings*

The President elected by the Board in accordance with this Constitution shall chair all meetings of the Division.

### 5.2.2 *Members must elect chairman in certain circumstances*

The Ordinary Members at a meeting of Members of the Division must elect an Ordinary Member present to chair the meeting (or part of it) if the President or in his/her absence the Vice President is not available, or declines to act, for the meeting (or part of the meeting).

## 5.3 **Adjournment of Meeting**

The Chairman with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), may adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a

meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of any original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

#### 5.4. **Method of voting**

At any meeting a resolution put to the vote of the meeting shall be decided by a show of hand unless a poll is (before or on the declaration of the show of hands) demanded:

- (a) by the Chairman, or
- (b) by any Ordinary Member present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Division shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn

#### 5.5 **Proxies**

##### 5.5.1 *Appointment of proxy*

Subject to clause 5.5. 4 (c), an Ordinary Member of the Division who is entitled to attend and cast a vote at a meeting of the Division may appoint a person as his proxy to attend and vote for the Ordinary Member at the meeting.

##### 5.5.2 *Proxy votes*

Before a vote is taken the Chairman must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

##### 5.5.3. *Validity of Proxy vote*

Unless the Division has received written notice of the matter before the start or resumption of the meeting at which a proxy vote, a vote cast by the proxy will be valid even if, before the proxy votes:

- (a) the appointing Ordinary Member dies; or
- (b) the Ordinary Member is mentally incapacitated; or
- (c) the Ordinary Member revokes the proxy's appointment; or
- (d) the Ordinary Member revokes the authority under which the proxy was appointed by a third party.

5.5.4 *Proxy must be in writing*

- (a) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (c) An Ordinary Member appointing a proxy must instruct his proxy is to vote in favour of or against any proposed resolutions. If the proxy does not contain such instructions it shall not be valid.

5.5.5 *Proxy Instrument*

- (a) The instrument appointing a proxy may be in the following form or in a common or usual form.

Proxy

I \_\_\_\_\_ of \_\_\_\_\_ being an Ordinary Member  
of the South Eastern Sydney Division of General Practice Limited  
appoints \_\_\_\_\_ of \_\_\_\_\_ failing him

of

\_\_\_\_\_ as my proxy vote for me on my behalf at the  
Annual/Extraordinary\* General Meeting of the Division to be held on the  
day of \_\_\_\_\_ 20 \_\_\_\_\_ and at any adjournment of it.

My proxy is hereby authorised to vote in favour of/against\* the  
following resolutions:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

.....

\* delete which ever is not applicable

NOTE: \_\_\_\_\_ in the event of the Member desiring to vote for or against  
any resolution he shall instruct his proxy accordingly.  
Unless otherwise instructed, the proxy may vote as he  
thinks fit.

- (b) The instrument appointing a proxy and the power of attorney or other

authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Division or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than twenty four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

#### **5.5.6 *Poll***

- (a) If a poll is duly demanded is shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- (b) When a poll is conducted each Member including a life member who is present in person or by proxy, shall be entitled to one vote.

#### **5.5.7. *Election of Board***

Despite anything contained or implied in this Constitution, voting on the election of members of the Board shall always be by secret ballot and the candidates receiving the greatest number of votes having regard to the number of positions available shall be elected. The number of votes to which each candidate for election is entitled to on such ballots shall be calculated in accordance with the relevant provisions of this Constitution.

#### **5.5.8 *Equality***

In the case of an equality of votes, whether on a show of hand or on a poll, the President of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

#### **5.5.9 *Chairman's casting vote***

The Chairman shall have a casting vote, and also, if they are a Member, any vote they have in their capacity as a Member.

#### **5.5.10 *Objection to right to vote***

A challenge to a right to vote at a general meeting:

- (a) may only be made at the meeting; and
- (b) must be determined by the Chairman, whose decision is final.

#### **5.5.11 *No vote - unpaid fees***

No Ordinary Member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.

## **6. THE BOARD**

### **6.1 Number of Board**

The Board shall consist of:

- (a) not less than five (5) and not more than eight (8) Members of the Division all of whom must be Ordinary Members; and
- (b) the Immediate Past President;

all of who shall be elected as provided in this Constitution.

### **6.2. Election of Board**

- (a) At each AGM of the Division of the Division in each year the members of the Board shall be elected and shall hold office until the next AGM when they shall retire but they shall be eligible for re-election. Any retiring Director (including the Immediate Past President) shall not be required to comply with the provisions of clause 6.2 (b) (i) and (ii) but shall only be required to indicate in writing his intention to stand for re-election at least seven (7) days before the AGM at which the election is to take place.
- (b) Subject to clause 6.2 (a) and 6.2 (c), the election of the Board shall take place in the following manner:
  - (i) Any Ordinary Member of the Division shall be at liberty to nominate any Ordinary Member to serve as a Director.
  - (ii) The nomination, which shall be in writing and signed by the nominee and his proposer shall be lodged with the Secretary at least fourteen days before the AGM at which the election is to take place.
  - (iii) Balloting lists shall be prepared (if necessary) containing the names of the candidate only in alphabetical order. Each Ordinary Member present in person or by his Proxy at the AGM shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - (iv) In the case there shall not be sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies.
- (c) Subject to Clause 6.2 (d), at each AGM the Immediate Past President shall be eligible for appointment to the Board and if so appointed shall hold office until the next AGM when he shall retire but be eligible for re-appointment.

- (d) Despite clause 6.2 (c), the office of Immediate Past President shall immediately become vacant if at any time an incumbent President:
  - (i) is not re-elected at an AGM in accordance with this Constitution; or
  - (ii) retires at any time prior to his term of office expiring.

### 6.3 **Election of Executive**

- (a) Subject to clause 6.3 (b), within fourteen (14) days of each AGM the Board shall elect from amongst its members the Executive.
- (b) Unless there is no other nomination for a particular position on the Executive at an AGM, no Director shall be eligible to stand for the same position on the Executive that he held on more than three consecutive occasions

### 6.4 **Variation of size of Board**

The Division may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors.

### 6.5 **Remuneration of Directors**

- (a) Each Director shall be paid such remuneration as is from time to time determined by the Division in general meeting.
- (b) The remuneration payable to Directors shall be deemed to accrue from day to day.
- (c) Each Director shall also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meeting of the Division or otherwise in connection with the business of the Division.
- (d) The remuneration of each Director shall be subject to the operation of Clause 3.7.

### 6.6 **Alternate Director**

#### 6.6.1 ***Need for Approval***

With the approval of other Directors, a Director may appoint an alternate to exercise some or all of the Director's powers for a specified period.

#### 6.6.2 ***Request for Notice***

If the appointing Director requests the Division to give the alternate notice of meetings of the Board, the Division must do so.

#### 6.6.3 ***Exercise of powers***

When an alternate exercises the powers the Director, the exercise of the powers is just as effective as if the powers were exercised by the Director.

#### 6.6.4 **Termination**

The appointing Director may terminate the alternate's appointment at any time.

#### 6.6.5 ***Document required***

An appointment or its termination must be in writing. A copy must be given the Division.

### 6.7 **Removal of Director**

The Division may by ordinary resolution of which special notice has been given:

- (a) remove any Director before the expiration of his period of office; and
- (b) appoint another person in his stead. The person so appointed shall hold office only until the next following AGM.

### 6.8 **Vacancy on Board**

The office of a Director shall become vacant if the member:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) become prohibited from being a director of a Division by reason of any order made under the Law;
- (c) ceases to be a Director by operation of Section 201C of the Law;
- (d) becomes of unsound mind or a person who person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Division;
- (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
- (g) holds any office of profit under the Division;
- (h) is directly or indirectly interested in any contract or proposed contract with the Division;
- (i) ceases to be a General Practitioner; or

(j) ceases to be an Ordinary Member of the Division.

## **7. POWERS AND DUTIES OF THE BOARD**

### **7.1 Management of Division business**

7.1.1 Subject to:

- (a) the provisions of the Law;
- (b) such regulations or provisions, being not inconsistent with this Constitution, as may be prescribed by the Division in general meeting; and
- (c) clauses 7.1.2 and 7.1.3;

the business of the Division shall be managed by the Board who may:

- (i) pay all expenses incurred in promoting and registering the Division; and
- (ii) exercise all such powers of the Division as are not, by the Law or by this Constitution, required to be exercised by the Division in general meeting.

7.1.2 Any rule, regulation or by-law of the Division made by the Board may be disallowed by the Division in general meeting.

7.1.3 No resolution or regulation made by the Division in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation has not been passed or made.

### **7.2. Power to Borrow**

The Board may exercise all the powers of the Division to:

- (a) borrow money and to mortgage or charge its property or any part of it; and
- (b) issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Division.

### **7.3 Loan by Members**

The rate of interest payable in respect of money lent by Members to the Division shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.

### **7.4 Minutes**

The Board shall cause minutes to be made of:

[http://www.sesdgp.com.au.titan.imagin8.com/icms\\_docs/28481\\_SESDGP\\_Ltd\\_constitution.doc](http://www.sesdgp.com.au.titan.imagin8.com/icms_docs/28481_SESDGP_Ltd_constitution.doc)

- (a) all appointments of officers and servants;
- (b) the names of members of the Board present at all meetings of the Division and of the Board; and
- (c) all proceedings at all meetings of the Division and of the Board;

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

## **8. PROCEEDINGS OF THE BOARD**

### **8.1 Frequency of Meetings**

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

### **8.2. Circulating Resolutions**

#### **8.2.1 *Resolutions***

The Board of the Division may pass a resolution without a Board meeting being held if all the members of the Board 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.

#### **8.2.2 *Copies***

Separate copies of a document may be used for signing by members of the Board if the wording of the resolution and statement is identical in each copy.

#### **8.2.3 *When is the resolution passed***

The resolution is passed when the last Board member signs.

### **8.3 Tele conference Meetings of the Board**

- (a) A Tele conference Meeting of the Board shall be deemed to constitute a meeting of the Board and all the provisions of this Constitution as to meetings of the Board shall apply to such meetings so long as the conditions set out in Clause 8.3 (b) are met.
- (b) The conditions of Clause 8.3 (a) are that:
  - (i) all members of the Board for the time being entitled to receive notice of a meeting of the Board (including any alternate members of the Board

representing any Director for the time being unable to act as Director) shall be entitled to notice of the Tele conference Meeting of the Board;

- (ii) notice of any Tele conference Meeting of the Board shall be given in accordance with this Constitution;
  - (iii) each of the members of the Board taking part in the Tele conference Meeting of the Board shall be linked by telephone, radio or other form of instantaneous audio or visual communication and must throughout the meeting be able to hear each Director so taking part;
  - (iv) at the commencement of the Tele conference Meeting of the Board each Director must acknowledge his presence to all other members of the Board taking part; and
  - (v) if the Secretary is not present at the Tele conference Meeting of the Board one of the members of the Board so present shall take minutes of the meeting.
- (c) A Director may not leave a Tele conference Meeting of the Board by disconnecting his telephone, radio or other form of communication unless he has previously obtained the express permission of the Chairman of the meeting.
  - (d) A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during a Tele conference Meeting of the Board unless he has previously obtained the express permission of the Chairman of the meeting to leave the meeting.
  - (e) A minute of the proceedings at a Tele conference Meeting of the Board shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting or by the Secretary if present at the meeting.

#### **8.4 Calling Board Meetings**

A Board meeting may be called by a Director giving reasonable notice individually to every other Board member.

#### **8.5 Quorum**

The quorum necessary for the transaction of the business of the Board shall be a majority of the total Board from time to time as provided in this Constitution or such greater number as may be fixed by the Board.

#### **8.6 Vacancy**

The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to

this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Division but for no other purpose.

#### **8.7 Chairman**

If the President is absent or is unwilling to chair a meeting the Vice President shall chair such meeting and if he also is absent or is unwilling to chair such meeting, then the Board members may choose one of their number to chair the meeting.

#### **8.8 Sub-Committees**

- (a) The Board may delegate any of its powers and or functions (not being duties imposed on the Board as directors of the Division by the Law or the general law) to one or more sub-committees consisting of such persons as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have the power to co-opt any member or members of the Division and all members of such sub-committees shall have one vote.
- (b) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

#### **8.9 Advisory Boards**

The Board may appoint one or more advisory boards consisting of such member or members of the Board as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any Member or Members of the Division all members of such advisory boards shall have one vote.

#### **8.10 Validity of acts**

All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Director or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

### **9. SECRETARY**

The Secretary shall in accordance with the Law be appointed by the Board for such term upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing shall prevent the Board from appointing a Member of the Division as Honorary Secretary.

## 10 SEAL

10.1 The Board shall determine whether the Division shall adopt a seal.

10.2 If the Board adopts a seal, then:

- (a) it shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf; and
- (b) every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

10.3 If the Board does not adopt a seal, then every instrument shall be signed by:

- (a) the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf; and
- (b) a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

## 11 ACCOUNTS

11.1 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Law.

11.2 The Board shall cause to be made out and laid before each AGM a balance sheet and profit and loss account made up to date no more than five months before the date of the meeting.

11.3 The Board shall from time to time determine at what times and places under what conditions or regulation the accounting and other records of the Division shall be open to inspection of Members;

## 12. AUDIT

A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Law.

## 13. NOTICE

13.1 Any notice required by law or by or under this Constitution to be given to any Member

[http://www.sesdgp.com.au.titan.imagin8.com/icms\\_docs/28481\\_SESDGP\\_Ltd\\_constitution.doc](http://www.sesdgp.com.au.titan.imagin8.com/icms_docs/28481_SESDGP_Ltd_constitution.doc)

shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Division for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and post a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter should be delivered in the ordinary course of post.

13.2 Notice of every General Meeting shall be given in any manner herein before authorised to:

- (a) every Member except those Members who (having no registered address within the State) have not supplied to the Division an address within the State for the giving of notices to them; and
- (b) the auditor or auditors for the time being of the Division.

13.3 No other person shall be entitled to receive notices of General meetings.

#### 14. **WINDING UP**

14.1 Every Member of the Division undertakes to contribute to the property of the Division in the event of the same being wound up while he/she is a Member, or within one (1) year after he/she ceases to be a Member, for payment of the debts and liabilities of the Division (contracted before he/she ceased to be a Member) and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).

14.2 If upon the winding up or dissolution of the Division there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Division, but shall be given or transferred to some other institution having objects similar to the objects of the Division to which income tax deductible gifts can be made and whose Constitution shall prohibit the distribution of its or their income and property among its or their members by way of dividend, bonus or otherwise to the members of that institution or institutions.

#### 15. **INDEMNITY**

Every Director, Auditor, Secretary and other officer for the time being of the Division shall be indemnified out of the assets of the Division against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the court in respect of any negligence default breach of duty or breach of trust.

## 16. **GIFT FUND**

### 16. Establishment and Operation of Gift Fund

#### 16.1 Maintaining Gift Fund

The Company must maintain a Gift Fund:

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

#### 16.2 Limits on use of Gift Fund

The Company must use the following only for the principal purpose of the Company:

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

#### 16.3 Bank Account

The Company must maintain a separate bank account for the Gift Fund.

## 17 **WINDING UP OF GIFT FUND**

If the Gift Fund is wound up or if the endorsement (if any) of the organization 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.