
**WESTERN AUSTRALIAN GENERAL
PRACTICE EDUCATION & TRAINING
LIMITED**

CONSTITUTION

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Corporations Act 2001

Company Limited by Guarantee

CONSTITUTION

OF

**WESTERN AUSTRALIAN GENERAL PRACTICE
EDUCATION & TRAINING LIMITED**

INTRODUCTION

1. Replaceable Rules Excluded

1.1 The replaceable rules contained in the Act do not apply to the Company.

2. Definitions and Interpretation

2.1 Definitions

In this Constitution:

- (1) **“Accredited GP Supervisor”** means a person who is formally accredited as a general practice supervisor by the General Practice Training Program; 19.11.2004
- (2) **“Act”** means the *Corporations Act 2001*; 22.11.2002
- (3) **“Associate Member”** means a person who is granted membership of the Company and is registered in the Register as an associate member; 22.11.2002
- (4) **“Board”** means the board of Directors of the Company;
- (5) **“Business Day”** means a day that is not a Saturday, a Sunday or a public holiday 24.11.06 in the place where the Company has its registered office;
- (6) **“Chairperson”** means the person elected pursuant to Rule 34;
- (7) **“Company”** means Western Australian General Practice Education & Training Limited;
- (8) **“Directors”** means the directors for the time being of the Company;
- (9) **“First AGM”** has the meaning given to it in Rule 27.3 22.11.2002, 24.11.06
- (10) **“Foundation Members”** means the Members at the date of incorporation of the Company who subscribe to this Constitution;

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- (11) **“General Practice Registrar Representative”** means either:
- (a) a person who is enrolled in the Australian General Practice Training Program and has completed training and all requirements to attain Fellowship and is merely awaiting the awarding of their Fellowship, as at the date of their appointment as a Director; or
 - (b) a person who has completed the Australian General Practice Training Program not more than three years preceding the date of their appointment as a Directors.^{19.11.2010}
- (12) **“General Practice Training Program”** means the program required to be undertaken in the specialised medical field of general practice, prior to admission as a Fellow of the Royal Australian College of General Practitioners and/or as a Fellow of the Australian College of Rural and Remote Medicine.
^{22.11.2002 08.09.2008}
- (13) **“General Practice Supervisor Representative”** means a person who is an Accredited GP Supervisor and is actively involved in the General Practice Training Program as at the date of appointment as a Director;^{19.11.2004}
- (14) **“Honorary Life Member”** means a person who is granted membership of the Company and is registered in the Register as an honorary life member;
- (15) **“Member”** means any person admitted to membership of the Company until their membership ceases under this Constitution;
- (16) **“Nominated Representative”** has the meaning given it in Rule 12.2;
- (17) **“Primary Member”** means a person who is granted membership of the Company and is registered in the Register as a primary member;^{22.11.2002}
- (18) **“Register”** means the register of Members required to be kept under the Act and Rule 19;^{22.11.2002 24.11.06}
- (19) **“Rule”** means a rule set out in this Constitution;^{24.11.06}
- (20) **“Rural Region”** means areas with RRMA rating of 4-7 or such areas as defined by the Commonwealth Department of Health and Aging or any equivalent government office as reconstituted or replaced from time to time;
^{22.11.2002}
- (21) **“Secretary”** means the secretary referred to in Rules 31 and 75 and any other person appointed to perform the duties of a secretary of the Company;^{22.11.2002}
- (22) **“Urban Region”** means those areas with RRMA rating of 1-3 or such areas as defined by the Commonwealth Department of Health and Aging or any equivalent government office as reconstituted or replaced from time to time; and
^{22.11.2002}
- (23) **“Vice Chairperson”** means the person elected pursuant to Rule 34.

2.2 Interpretation

- (1) A reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular; and
 - (c) a person includes an individual, a body corporate, a firm, a partnership, a joint venture, an unincorporated body or association.
- (2) In this Constitution unless the context requires otherwise:
 - (a) terms defined in the Act have the same meaning when used in this Constitution;
 - (b) a reference to writing includes typing, printing, lithography and any other mode representing or reproducing words or figures in a visible form including words or figures displayed on an electronic screen; and
 - (c) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
- (3) “Including” and similar expressions are not words of limitation.
- (4) Headings and any table of contents are for convenience only and do not affect interpretation of this Constitution.

3. Object

- 3.1 The object for which the Company is established is to provide education and training for general practice.

4. Powers

[compare section 124]

- 4.1 The Company has all the powers of an individual and a body corporate, including those set out in the Act, but does not have the power to issue shares.

5. Application of Income and Property

[compare sections 125 and 150]

- 5.1 The entire income and property of the Company shall be applied solely towards the promotion of the objects of the Company set out in Rule 3.

6. No Distribution to Members

[compare section 150]

- 6.1 No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- 6.2 Rule 6.1 does not prevent:
- (1) the payment in good faith of remuneration to any officer, servant or Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
 - (2) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member of the Company;
 - (3) the payment of reasonable and proper rent by the Company to a Member for premises leased by the Member to the Company; or
 - (4) the reimbursement of expenses incurred by any Member on behalf of the Company.

7. Limited Liability

- 7.1 The liability of the Members is limited.

8. Guarantee

[compare section 117]

- 8.1 Every Member undertakes to contribute an amount not exceeding \$10 to the property of the Company in the event of its being wound up while the person is a Member or within 1 year after the person ceases to be a Member, if required for payment:
- (1) of the debts and liabilities of the Company (contracted before the person ceased to be a Member);
 - (2) of the costs, charges and expenses of winding up;
 - (3) for the adjustment of the rights of the contributories among themselves; and
 - (4) such other amount as may be required.

MEMBERSHIP

9. Number of Members

- 9.1 The number of Members for which the Company proposes to be registered is unlimited.

10. Membership

10.1 The Members are:

- (1) the Foundation Members;
- (2) the Primary Members; ^{19.11.2004}
- (3) the Associate Members; ^{22.11.2002}
- (4) the Honorary Life Members; ^{24.11.06}
- (5) any other persons the Directors admit to membership in the categories set out in Rules 10.1(2) to 10.1(4) in accordance with this Constitution.

10.2 Additional categories of Members, if recommended by the Directors, may be created from time to time by the Members in general meeting.

10.3 All Members shall comply with this Constitution.

11. Application for Primary or Associate Membership ^{22.11.2002}

11.1 Any individual who is not less than 18 years of age at the date of application, and any body corporate, may apply to become a Primary Member or an Associate Member provided they fulfil the criteria set out in Rules 16 and 17 (as applicable) and agree to be bound by the aims, objects and philosophy of the Company ^{24.11.06}

12. Form of Application

12.1 Any application for membership must be: ^{22.11.2002}

- (1) in writing in a form approved by the Directors;
- (2) signed by the applicant;
- (3) signed by a proposer and seconder, each of whom must be a Primary Member; ^{24.11.06} and
- (4) accompanied by any other document or information required by the Directors as evidence of the applicant's eligibility for the membership category set out in their application form.

12.2 If the applicant is a body corporate it must nominate 1 person ("**Nominated Representative**") to represent it in the Company. The application form must:

- (1) state the name and address of the nominated representative; and
- (2) be signed by the nominated representative.

13. Admission to Membership

- 13.1 The Directors must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
- 13.2 If an applicant is accepted for membership:
- (1) the Secretary must notify the applicant of admission; and
 - (2) the name and details of the Member must be entered in the Register.
- 13.3 Should the Board reject an application for membership the Chairperson will inform the applicant and the nominators accordingly.

14. Change to Members' Qualifications or Nominated Representatives

- 14.1 Each Member must promptly notify the Secretary in writing of any change in their qualification to be a Member.
- 14.2 Each Corporate Member must promptly notify the Secretary in writing of any change in the person nominated as its Nominated Representative under Rule 12.2.
- 14.3 A person nominated as a Nominated Representative must consent to the nomination in writing.

15. Foundation Members

- 15.1 The Foundation Members are Primary Members.

16. Primary Members 22.11.2002

- 16.1 A person becomes a Primary Member upon being registered in the Register under Rule 13.2(2). 22.11.2002
- 16.2 Primary Members are required to be persons who are participating in, or representing constituents who participate in, the primary health care sector. . 22.11.2002, 24.11.06.
- 16.3 Primary Members have the right to attend and vote at general meetings. 22.11.2002

17. Associate Members

- 17.1 A person becomes an Associate Member upon being registered in the Register under Rule 13.2(2). 22.11.2002
- 17.2 Associate Members are required to be persons or bodies corporate directly participating in the health industry. 22.11.2002, 24.11.06, 08.09.2008

17.3 Associate Members are entitled to attend, but not vote at, general meetings of the Company. 22.11.2002

18. Honorary Life Member

18.1 The Board by majority vote may recommend to a general meeting that a person who has provided outstanding service to the Company or the primary health care sector be made an Honorary Life Member.

18.2 A person becomes an Honorary Life Member upon being registered in the Register after a resolution has been passed by a majority of Members present and entitled to vote at a general meeting referred to in Rule 18.1.

18.3 Honorary Life Members have the right to attend and vote at general meetings. 24.11.06

19. Register of Members

[compare sections 168 and 169]

19.1 A Register must be kept in accordance with the Act.

19.2 The following must be entered in the Register in respect of each Member:

- (1) the full name of the Member;
- (2) the residential address, facsimile number and electronic mail address, if any, of the Member;
- (3) the category of membership;
- (4) the date of admission to, and if applicable the cessation of, membership;
- (5) in the case of a Corporate Member, the full name, address, facsimile number and electronic mail address, if any, of its Nominated Representative; and
- (6) such other information as the Directors require.

19.3 Each Member and Nominated Representative must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within 1 month of the change.

CESSATION OF MEMBERSHIP

20. Resignation

20.1 A Member may resign from membership of the Company by giving written notice to the Secretary.

20.2 The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

21. Automatic cessation

- 21.1 A Primary Member ceases to be a Member if they cease to reside in Western Australia, or if they cease participating in, or representing constituents who participate in, the primary health care sector. Such person is entitled to apply to become an Associate Member^{24.11.06}
- 21.2 An Associate Member ceases to be a Member if they cease directly to participate in the health industry.
- 21.3 An Honorary Life Member ceases to be a Member at the conclusion of the 2 month period if the Directors, for any reason, request in writing the resignation of the Honorary Life Member and the Honorary Life Member does not resign within 2 months after the request is sent.

22. Cessation of Membership

- 22.1 A Member who is an individual ceases to be a Member:
- (1) on the death of the Member; or
 - (2) if the Member resigns under Rule 20; or
 - (3) if the Member automatically ceases to be a Member under Rule 21; or
 - (4) if the Member is expelled under Rule 23.
- 22.2 A Corporate Member ceases to be a Member:
- (1) if it is wound up or is otherwise dissolved or deregistered; or
 - (2) if the Member resigns under Rule 20; or
 - (3) if the Member automatically ceases to be a Member under Rule 21; or
 - (4) if it is expelled under Rule 23.

23. Disciplining Members

- 23.1 If any Member:
- (1) wilfully refuses or neglects to comply with the provisions of this Constitution; or
 - (2) is guilty of any conduct which, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the interest of the Company,

the Directors may resolve to censure, ^{24.11.06} suspend or expel the Member from the Company and, in the case of expulsion, to remove the Member's name from the Register.

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- 23.2 At least 7 days before the meeting of the Directors at which a resolution of the nature referred to in Rule 23.1 is passed the Directors must give to the Member notice of:
- (1) the meeting;
 - (2) what is alleged against the Member; and
 - (3) the intended resolution.
- 23.3 At the meeting and before the passing of the resolution, the Member must have an opportunity of giving orally or in writing any explanation or defence the Member sees fit.
- 23.4 A Member may, by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Directors, elect to have the question dealt with by the Company in general meeting and in that event, a general meeting of the Company must be called for that purpose.
- 23.5 If at the general meeting a resolution to the same effect as the resolution which was to be considered by the Directors is passed by a majority of 2/3 of those present in person and entitled to vote or voting by proxy ^{24.11.06} (and the vote must be taken by secret ballot), the Member concerned must be punished in the manner resolved and in the case of a resolution for expulsion the Member is expelled and the Member's name must be removed from the Register.
- 23.6 If any Member ceases to be a Member under Rule 23.5, the Directors may reinstate the person and restore the name of that person to the Register upon an application by the person and subject to any terms and conditions they see fit.

24. Effect of Cessation of Membership

- 24.1 Any person who ceases to be a Member under this Constitution shall:
- (1) forfeit all and any rights and privileges of membership as at the date of cessation of membership;
 - (2) have no further rights against or claims upon the Company or the property or funds of the Company, except rights or claims as a creditor (if any) and any rights or claims arising from actions or omissions during the period of membership;
 - (3) continue to be liable to pay to the Company any money which, at the time of the Member ceasing to be a Member, the Member owes to the Company on any account and for any sum not exceeding \$10 for which the Member is liable under Rule 8 of this Constitution.

APPOINTMENT OF DIRECTORS

25. Number of Directors; Representation of Urban and Rural Regions 19.11.2004

[compare section 201A]

25.1 The Board shall consist of up to 7 Directors, the majority of whom must represent Rural regions and which must include:

(a) a General Practice Registrar Representative; and 19.11.2004

(b) a General Practice Supervisor Representative, 22.11.2002

either of whom may represent either an Urban or Rural Region. 22.11.2002 08.09.2008

25.2 The Company in general meeting may by resolution increase or reduce the number of Directors but the number may not be reduced below 3.

26. Directors' Qualifications

26.1 No person may be a candidate for election as a Director or remain a Director unless that person is a Primary Member or an Honorary Life Member or is the Nominated Representative of a Primary Member. 24.11.06

26.2 A member who is currently enrolled in the General Practice Training Program may not be a candidate for election as a Director until such time as they have completed the Training Program.

27. First Directors

27.1 The first Directors are those named in the application for registration of the Company.

27.2 The first Directors hold office until the termination of the first annual general meeting of the Company but, subject to this Constitution, are eligible for election at that meeting. If they resign before the first annual general meeting, they may be replaced at a general meeting before the first annual general meeting, and their replacements hold office until the termination of the first annual general meeting.

27.3 As determined by lot, failing agreement between all the Directors elected at the first annual general meeting of the Company ("**First AGM**"): 22.11.2002

(1) two of the Directors representing Urban Regions; and 22.11.2002

(2) two of the Directors representing Rural Regions, 22.11.2002

who are elected at the First AGM: 22.11.2002

(3) are only elected for a one year term; and 22.11.2002

(4) hold office until the termination of the next annual general meeting held one year after their election. 22.11.2002

27.4 The determination or agreement referred to in Rule 27.3 must occur at the first Directors' meeting after the First AGM. 22.11.2002

28. Election of Directors

[compare section 201E and replaceable rule 201G]

28.1 Subject to Rule 27.3, the Directors are elected at an annual general meeting of the Company and hold office until termination of the second annual general meeting held after their election. 22.11.2002 24.11.06

29. Nomination for Election

29.1 Each candidate for election as a Director must be proposed and seconded by a Primary Member or the Nominated Representative of a Primary Member.

24.11.06

29.2 No Primary Member or Nominated Representative of a Primary Member may propose more than 1 person as a candidate but may second more than 1 nomination.

29.3 A nomination of a candidate for election must:

- (1) be in writing;
- (2) state a position for which the candidate is nominating;
 - (i) GP Registrar Representative; or
 - (ii) GP Supervisor Representative; or
 - (iii) Rural Director; or
 - (iv) Urban Director
- (3) be signed by the candidate; and
- (4) be signed by the proposer and seconder.

29.4 A nomination of a candidate for election must be received at the registered office of the Company not later than 5 p.m. on the day which is 35 days prior to the annual general meeting at which the candidate seeks election.

29.5 A list of the candidates' names in alphabetical order together with the proposers' and seconders' names must be sent to Members with the notice of the annual general meeting.

30. Election Procedure - Directors

- 30.1 If the number of candidates for election as Directors is equal to or less than the number of vacancies on the Board the chair of the annual general meeting must declare those candidates to be duly elected as Directors.
- 30.2 If the number of candidates for election as Directors is greater than the number of vacancies on the Board a ballot must be held for the election of the candidates.
- 30.3 If a ballot is required balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- 30.4 At the annual general meeting each person entitled to vote and voting on the ballot may vote for a number of candidates equal to the number of vacancies.
- 30.5 The candidates receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as Directors.
- 30.6 In the case of an equality of votes, the chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that:

- (1) if the chair does not exercise a casting vote; or
- (2) is one of the candidates who received the same number of votes;

then the names of the candidates who received the same number of votes must be put to a further ballot immediately.

31. Office Bearers

31.1 The office bearers of the Company are:

- (1) the Chairperson; [24.11.06](#)
- (2) the Vice Chairperson; [24.11.06](#)
- (3) the Finance Director; and [24.11.06](#)
- (4) the Secretary.

32. First Office Bearers and Subsequent Election at Board Meeting

- 32.1 The first office bearers of the Company are elected by the first Directors appointed under Rule 27. They hold office until the end of the first meeting of the Directors held after the first annual general meeting of the Company.
- 32.2 Subsequent office bearers are elected by the Directors at the first meeting of the Directors held after the immediately preceding annual general meeting and hold office until the earlier of:

(1) the date when new office bearers are elected at the first meeting of the Directors held after the next annual general meeting; or

(2) they cease to be a Director.

32.3 The Directors present must appoint one of their number to act as chair of the meeting for the purpose of the election and the election must be the first item of business at the Directors' meeting.

33. Eligibility and Nomination

33.1 Except for the Secretary, only Directors may be office bearers. Any Director is eligible for election to any office bearer position.

33.2 Each Director standing for election as an office bearer must be proposed by another Director.

33.3 If a Director stands for election for more than 1 position as an office bearer separate nominations must be received in respect of each position.

33.4 A nomination may be:

(1) in writing, received by the Secretary not less than 24 hours prior to the Board meeting at which the election is to take place and signed by the candidate and the proposer; or

(2) made orally at the meeting, provided that the candidate is present and consents to the nomination.

34. Election Procedure - Office Bearers

34.1 The election of the office bearers is held in the order in which the positions are listed in Rule 31.1.

34.2 If there is only 1 candidate for election to any office bearer position that person is declared elected to that position.

34.3 If there is more than 1 candidate for election to any office bearer position a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.

34.4 In the case of an equality of votes in respect of any position a further ballot must be held immediately but if there is still an equality of votes the successful candidate must be determined by lot.

34.5 If a Director is elected to a position as office bearer then his or her nomination, if any, for any other position must be treated as withdrawn before the election is held in respect of the other position or positions.

34.6 Subject to this Rule 34, a ballot is conducted in the manner the Directors determine.

APPOINTMENT OF DIRECTORS BETWEEN AGMS

35. Casual Vacancies and Additional Directors

[compare replaceable rules 201G and 201H]

- 35.1 The Directors may at any time appoint a person qualified to be a Director to fill a casual vacancy, including the casual vacancy of an office bearer.
- 35.2 Any Director appointed under Rule 35.1 holds office until the termination of the next annual general meeting of the Company and is then eligible for re-election.

36. Insufficient Directors

[compare replaceable rule 201H]

- 36.1 In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a general meeting of the Company.

ALTERNATE DIRECTORS

[compare replaceable rule 201K]

37. Appointment

- 37.1 A Director may appoint any person who is qualified to be a Director and who is approved by a majority of the other Directors to act as an alternate Director in place of the appointing Director for a meeting or for a specified period.
- 37.2 An alternate Director is not taken into account for the purpose of Rule 25.

38. Rights and Powers of Alternate Director

- 38.1 An alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at a meeting, is entitled to attend and vote in his or her stead.
- 38.2 When an alternate Director exercises the Director's powers, the exercise of the power is just as effective as if the powers were exercised by the Director.

39. Suspension or Revocation of Appointment

- 39.1 A Director may revoke or suspend the appointment of an alternate Director appointed by him or her.
- 39.2 The Directors may suspend or remove an alternate Director by resolution after giving the appointor reasonable notice of their intention to do so.

40. Form of Appointment, Suspension or Revocation

40.1 Every appointment, revocation or suspension under Rule 37 or 39 must be in writing and a copy must be given to the Company. The notice may be given by facsimile.

41. Termination of Appointment

41.1 The appointment of an alternate Director automatically terminates: 24.11.06

- (1) if the appointor ceases to hold office as Director;
- (2) on the happening of an event under Rule 52.1 in respect of the alternate Director; or
- (3) if the alternate Director resigns from the appointment by written notice left at the registered office of the Company.

42. Power to Act as Alternate for More than 1 Director

42.1 A Director or any other person may act as alternate Director to represent more than 1 Director.

POWERS OF DIRECTORS

43. Validation of Acts of Directors and Secretaries

[compare sections 201M and 204E]

43.1 The acts of a Director or Secretary are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

43.2 Where a person whose office as Director is vacated under a provision of the Act purports to do an act as a Director, that act is valid, in relation to a person dealing with the Company in good faith, for value and without actual knowledge that the office has been vacated, as if the office had not been vacated.

44. General Business Management

[compare replaceable rule 198A]

44.1 The business of the Company is to be managed by or under the direction of the Directors.

44.2 The Directors may exercise all the powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in general meeting.

44.3 No rule made or resolution passed by the Company in general meeting can invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.

44.4 The Directors may pay all expenses incurred in promoting and forming the Company.

45. Borrowing Powers

45.1 Without limiting the generality of Rule 44, but subject to Rule 6, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

46. Appointment of Attorney

46.1 The Directors may appoint any person to be the attorney of the Company for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the Directors), for the period and subject to the conditions they see fit.

46.2 A power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Directors see fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

47. Negotiable Instruments

[compare replaceable rule 198B]

47.1 Any 2 Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

47.2 The Directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

COMMITTEES OF DIRECTORS AND REGIONAL BRANCHES

48. Committees of Directors

[compare replaceable rule 198D]

48.1 The Directors may delegate any of their powers to a committee of Directors.

48.2 A committee must exercise the powers delegated to it in accordance with any directions of the Directors. The effect of the committee exercising a power in this way is the same as if the Directors exercised it.

24.11.06

49. Regional Branches and Administration

49.1 The Directors may provide for the management and administration of the affairs of the Company in any specified region or locality in the manner they see fit.

49.2 Without limiting the operation of Rule 49.1 the Directors may:

- (1) establish any regional or local committees or branches;
- (2) appoint any Members or any nominated representative of a Corporate Member to be a Member of the local committee or branch;
- (3) appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Directors; and
- (4) authorise the Members for the time being of the local committee or branch to fill any vacancies on it and to act despite vacancies.

49.3 A local committee or branch may remove any person appointed under Rule 49.2(3) and may revoke or vary the delegation, but no person dealing in good faith and without notice of the revocation or variation is affected by it.

REMOVAL AND RESIGNATION OF DIRECTORS

50. Removal of Directors

[compare section 203D]

50.1 Subject to the Act the Company may by resolution remove a Director from office.

51. Resignation of Director

[replaceable rule 203A]

51.1 A Director may resign as a Director by giving a written notice of resignation to the Company at its registered office.

52. Vacation of Office of Director

[compare section 206B]

52.1 In addition to any other circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:

- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
- (2) 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;
- (3) is absent from 3 consecutive meetings of Directors without special leave of absence from the Directors and the Directors declare his or her seat to be vacant;
- (4) ceases to be qualified as a Director under Rule 26;

-
- (5) becomes prohibited from being a Director under or by reason of any order made under the Act;
 - (6) is removed by resolution in accordance with Rule 50; or
 - (7) resigns from office in accordance with Rule 51.

DIRECTORS' INTERESTS

53. Prohibition on Being Present or Voting

[compare section 195]

- 53.1 Except where permitted by the Act a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 53.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Directors is not prohibited by the Act from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.

54. Director to Disclose Interests

[compare section 191]

- 54.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Secretary.
- 54.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Company or by written notice to the Secretary the fact and the nature, character and extent of the conflict.
- 54.3 For the purposes of Rules 54.1 and 54.2, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (1) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a Member or officer) in respect of a loan to the Company; or
 - (2) the position of the Director as a director of a related body corporate.

55. Effect of Interest in Contract

[compare replaceable rule 194]

- 55.1 If a Director has an interest in a contract or proposed contract with the Company (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Secretary:
- (1) the contract may be entered into; and
 - (2) if the disclosure is made before the contract is entered into:
 - (a) the Director may retain benefits under the contract even though the Director has an interest in the contract;
 - (b) the Company cannot avoid the contract merely because of the existence of the interest; and
 - (c) the Director is not disqualified from the office of Director.
- 55.2 For the purposes of Rule 55.1 “**contract**” includes an arrangement, dealing or other transaction.

56. Other Interests

- 56.1 Without limiting Rule 54 or Rule 55 a Director may to the extent permitted by the Act:
- (1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of Director;
 - (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

57. Extension of Meaning of “Company”

- 57.1 For the purposes of Rules 54, 55 and 56 “**Company**” includes any subsidiary of the Company and any other company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

58. Other Directorships and Shareholdings

- 58.1 A Director may be or become a director, officer, employee or Member of any company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable for any reasonable benefits received as a director, officer, employee or Member of the other company.

58.2 Subject to the Act:

- (1) the Directors may exercise the voting power conferred by the shares or other interest held by the Company in another company in favour of a resolution appointing themselves or any of them as directors or other officers of the other company;
- (2) any Director may vote at a meeting of Directors of the Company in favour of a resolution that the Company exercises its voting power conferred by the shares or other interest held by the Company in the other company to appoint that Director as a director or other officer of the other company;
- (3) any Director may be appointed as representative of the Company and may vote at a general meeting of the other company in favour of a resolution appointing that Director as a director or other officer of the other company; and
- (4) a Director who is also a director of the other company may vote as a director of the other company in whatever manner he or she sees fit, including voting in favour of a resolution appointing the Director to any other office in the other company and a resolution appointing any other Director of the Company as directors or other officers of the other company.

REMUNERATION OF DIRECTORS

59. Directors' Remuneration

[compare section 150]

59.1 Despite Rule 6.2, Directors may not receive any remuneration for their services in their capacity as Directors of the Company other than the aggregate fixed sum which is determined by a general meeting of the Company, or until so determined, such sum as determined by the Directors.

60. Directors' Expenses

60.1 Despite Rule 59 the Company may pay the Directors' travelling and other expenses that they properly incur:

- (1) in attending Directors' meetings or any meetings of committees of Directors;
- (2) in attending any general meetings of the Company; and
- (3) in connection with the Company's business.

61. Financial Benefit

[compare Chapter 2E - sections 207 and following]

61.1 To the extent, if any, required by the Act, a Director must ensure that the requirements of the Act are complied with in relation to any financial benefit given by the Company to the Director or to any other related party of the Director.

DIRECTORS' MEETINGS 08.09.2008
[compare sections 248A to 248G]

62. Circulating Resolutions

[compare replaceable rule 248A]

- 62.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution, except a Director absent from Australia who has not left a facsimile number at which he or she may be given notice, sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- 62.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 62.3 The resolution is passed when the last Director signs.
- 62.4 A facsimile addressed to or received by the Company and purporting to be signed or sent by a Director for the purpose of this Rule 62 must be treated as a document in writing signed by that Director.

63. Meetings of Directors

- 63.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.
- 63.2 The minutes of any meeting of the Directors must state the method of meeting and the persons present.

64. Calling Directors' Meetings

[compare replaceable rule 248C]

- 64.1 A Director may at any time, and the Secretary must on the requisition of a Director, call a meeting of the Directors.

65. Notice of Meeting

[compare replaceable rule 248C]

- 65.1 Reasonable notice of every Directors' meeting must be given to each Director and alternate Director except that it is not necessary to give notice of a meeting of Directors to any Director who:
- (1) has been given special leave of absence; or
 - (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.
- 65.2 Any notice of a meeting of Directors may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

66. Technology Meeting of Directors

[compare section 248D]

- 66.1 A Directors' meeting may be held using any technology consented to by all the Directors. The consent may be a standing one. A Director may withdraw the consent only within a reasonable period before the meeting.
- 66.2 If a Directors' meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 66.3 The following provisions apply to a technology meeting:
- (1) each of the Directors taking part in the meeting must be able to hear and be heard by each other Director taking part in the meeting; and
 - (2) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.
- 66.4 If the Secretary is not present at a technology meeting one of the Directors present must take minutes of the meeting.
- 66.5 A Director may not leave a technology meeting by disconnecting his or her link to the meeting unless that Director has previously notified the chair of the meeting.
- 66.6 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the chair to leave the meeting.

67. Chairing Directors' Meetings

[compare replaceable rule 248E]

- 67.1 The Chairperson is the chair of all meetings of the Directors.
- 67.2 At a meeting of Directors if:
- (1) no Chairperson has been elected as provided by Rule 34; or
 - (2) the Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the Vice Chairperson is the chair of the meeting, but if:
- (3) no Vice Chairperson has been elected as provided by Rule 34; or
 - (4) the Vice Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the Directors present must elect a Director present to chair the meeting.

68. Quorum

[compare replaceable rule 248F]

68.1 The quorum for a Directors' meeting is 4 Directors entitled to vote:

- 1) 2 of whom must represent Rural regions.

The quorum must be present at all times during the meeting. 22.11.2002, 08.09.2008

68.2 An alternate Director is counted in a quorum at a meeting at which the Director who appointed the alternate is not present (so long as the alternate is, under the Act, entitled to vote).

69. Passing of Directors' Resolutions

[compare replaceable rule 248G]

69.1 A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

69.2 The chair has a casting vote if necessary in addition to any vote he or she has as a Director. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

69.3 A person who is an alternate Director is entitled (in addition to his or her own vote if he or she is a Director) to 1 vote on behalf of each Director whom he or she represents as an alternate Director at the meeting and who is not present at the meeting. 08.09.2008

EXECUTIVE OFFICER

[compare replaceable rule 201J]

70. Power to Appoint

70.1 The Directors may appoint any person, not being a Director, to the position of executive officer for the period and on the terms (including as to remuneration) the Directors see fit.

71. Not a Member of the Board

71.1 The executive officer is not a Member of the Board of the Company but may attend meetings of the Directors except where the Directors otherwise direct.

72. Powers

72.1 The Directors may, upon terms and conditions and with any restrictions they see fit, confer on an executive officer any of the powers that the Directors can exercise.

72.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors.

73. Withdrawal of Appointment or Powers

73.1 The Directors may revoke or vary an appointment or any of the powers conferred on an executive officer.

74. Temporary Appointments

74.1 If an executive officer becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as executive officer.

SECRETARY

75. Terms of Office of Secretary

[compare replaceable rule 204F]

75.1 The Secretary holds office on the terms and conditions (including as to remuneration) that the Directors determine.

75.2 The Secretary is not a Member of the Board but may attend meetings of the Directors except where the Directors otherwise direct. 24.11.06

INDEMNITY AND INSURANCE

76. Indemnity

[compare section 199A]

76.1 To the extent permitted by the Act, the Company indemnifies:

- (1) every person who is or has been an officer of the Company; and
- (2) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be).

76.2 In accordance with section 199A of the Act, the Company must not indemnify a person against:

- (1) any of the following liabilities incurred as an officer of the Company:
 - (a) a liability owed to the Company or a related body corporate;

-
- (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (c) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith; or
- (2) legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:
- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Rule 76.2(1);
 - (b) in defending or resisting criminal proceedings in which the person is found guilty;
 - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (d) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

Rule 76.2(2)(c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investment Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

- (3) For the purposes of Rule 76.2(2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

77. Insurance

[compare section 241A]

77.1 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate except a liability (other than one for legal costs) arising out of:

- (1) conduct involving a wilful breach of duty in relation to the Company; or
- (2) a contravention of section 182 or 183 of the Act.

77.2 In the case of a Director, any premium paid under this Rule is not remuneration for the purpose of Rule 59.

78. Director Voting on Contract of Insurance

[compare section 191(2)(vi)]

78.1 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

79. Liability

79.1 No officer of the Company is liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

80. Meaning of “Officer”

80.1 For the purposes of Rules 76, 77, 78 and 79, “**officer**” means a Director, Secretary or Chief executive officer. .08.09.2008

INSPECTION OF RECORDS

81. Rights of Inspection

[compare replaceable rule 247D and sections 173, 247A and 251B]

81.1 The Directors of the Company, or the Company by a resolution passed at a general meeting, may authorise a Member to inspect books of the Company.

81.2 A Member other than a Director does not have the right to inspect any document of the Company, other than the minute books for the meetings of its Members and for resolution of Members passed without meetings, except as provided by law or authorised by the Directors or by the Company in general meeting.

82. Confidential Information

82.1 Except as provided by the Act, no Member (not being a Director) is entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret, secret process or other confidential information of or used by the Company.

MEETINGS OF MEMBERS

83. Circulating Resolutions

[compare section 249A]

- 83.1 This Rule 83 applies to resolutions which the Act, or this Constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Act to remove an auditor.
- 83.2 Except as provided by Rule 23.5, the Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 83.3 Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- 83.4 The resolution is passed when the last Member signs.
- 83.5 If the Company receives by facsimile transmission a copy of a document referred to in this Rule 83 it is entitled to assume that the copy is a true copy.

84. Calling of General Meeting

[compare sections 250N, replaceable rule 249C and section 249D]

- 84.1 A majority of Directors may call a general meeting whenever they see fit.
- 84.2 Except as permitted by law, a general meeting, to be called the “**annual general meeting**”, must be held at least once in every calendar year.
- 84.3 Except as provided in the Act, no Member or Members may call a general meeting.

85. Amount of Notice of Meeting

[compare section 249H]

- 85.1 Subject to the provisions of the Act relating to special resolutions and consent to short notice, at least 21 days’ notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Company.

86. Persons Entitled to Notice of General Meeting

[compare sections 249J(1) and 249K, and replaceable rule 249J(2)]

- 86.1 Written notice of a meeting of the Members must be given individually to:
- (1) each Member entitled to vote at the meeting;
 - (2) each Director; and
 - (3) the Company’s auditor.

86.2 No other person is entitled to receive notice of general meetings.

87. How Notice is Given

[compare section 249J(3)]

87.1 The Company may give the notice of meeting to a Member:

- (1) personally;
- (2) by sending it by post to the address for the Member in the Register or the alternative address (if any) nominated by the Member; or
- (3) by sending it to the facsimile number or electronic address (if any) nominated by the Member.

88. When Notice is Given

[compare replaceable rule 249J(4)]

88.1 A notice of meeting sent by post is taken to be given 2 Business Days after it is posted. 22.11.2002

88.2 Except as provided by Rule 88.3, a notice of meeting sent by facsimile, or other electronic means, is taken to be given on the Business Day after it is sent.

88.3 Service by facsimile or electronic mail is not effective if:

- (1) in the case of service by facsimile, the Company's facsimile machine issues a transmission report which shows that the transmission was unsuccessful;
- (2) in the case of service by electronic mail, the Company's computer reports that delivery has failed; or
- (3) in either case the addressee notifies the Company immediately that the notice was not fully received in a legible form.

88.4 A certificate signed by any manager, Secretary or other officer of the Company that the notice was posted or given in accordance with this Rule 88 is conclusive evidence of the matter.

89. Period of Notice

89.1 Subject to the Act and this Constitution where a specified number of days' notice or notice extending over any period is required to be given the day of service is not, but the day upon which the notice will expire is, included in the number of days or other period.

90. Contents of Notice

[compare replaceable rule 249L]

90.1 A notice of a general meeting must:

- (1) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (2) state the general nature of the meeting's business;
- (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- (4) contain a statement setting out the following information:
 - (a) that the Member has a right to appoint a proxy; and
 - (b) that the proxy need not be a Member of the Company.

91. Notice of Adjourned Meeting

[replaceable rule 249M]

91.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

92. Accidental Omission to Give Notice

[compare section 1322(3)]

92.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings at or any resolution passed at the meeting.

93. Postponement of General Meeting

93.1 The Directors may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by Members as provided by the Act) for not more than 42 days after the date for which it was originally called.

93.2 Whenever any meeting is postponed (as distinct from being adjourned under Rule 95.3 or Rule 96.3) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

94. Technology

[section 249S]

94.1 The Company may hold a meeting of its Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

95. Quorum

[compare replaceable rule 249T]

95.1 The quorum for a meeting of the Members is 25% of the persons entitled to vote and the quorum must be present at all times during the meeting. 11.08.06

95.2 In determining whether a quorum is present, a person attending as one or more of, a Member or a proxy is counted separately for each capacity in which the person attends the meeting. 22.11.08

95.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:

- (1) where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved; or
- (2) in any other case, the meeting is adjourned to the date, time and place the Directors specify. If the Directors 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;
 - (b) if the time is not specified - the same time; and
 - (c) if the place is not specified - the same place.

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

96. Chair at General Meetings

[compare replaceable rule 249U]

96.1 The Chairperson of the Company or his nominee, if present, presides as chair at every general meeting. 22.11.2002

96.2 Where a general meeting is held and:

- (1) there is no Chairperson of the Company or his nominee; or 22.11.2002
- (2) the Chairperson or his nominee is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Vice Chairperson of the Company if present presides as chair of the meeting or, if the Vice Chairperson is not present or is unwilling to act, the Directors present may

appoint 1 of their number to be chair of the meeting and in default of their doing so the Members present may appoint any 1 of their number to be chair of the meeting.

96.3 If the Chairperson is a candidate for election to the Board, the Chairperson will remain chair of the meeting until the time for election of Directors at the meeting, at which time the Secretary will preside as chair of the meeting until the end of meeting.

96.4 The chair must adjourn a meeting of the Members if the Members present with a majority of votes at the meeting agree or direct that the chair must do so.

97. Business at Adjourned Meetings

[replaceable rule 249W(2)]

97.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

PROXIES 08.09.2008

98. Who Can Appoint a Proxy

[compare mandatory rule 249X]

98.1 A Member who is entitled to attend and cast a vote at a meeting of the Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting. The proxy need not be a Member.

99. Rights of Proxies

[compare section 249Y]

99.1 A proxy appointed to attend and vote for a Member has the same rights as the Member:

- (1) to speak at the meeting;
- (2) to vote (but only to the extent allowed by the appointment); and
- (3) to join in a demand for a poll.

99.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

99.3 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

99.4 A proxy may be revoked at any time by notice in writing to the Company.

100. When Proxy Form Must Be Sent to All Members

[section 249Z]

100.1 The Company must send a proxy appointment form for a general meeting or a list of persons willing to act as proxies at a general meeting to all its Members entitled to appoint a proxy to attend and vote at the meeting.

101. Appointing a Proxy

[compare section 250A]

101.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- (1) the Member's name and address;
- (2) the Company's name;
- (3) the proxy's name or the name of the office held by the proxy; and
- (4) the meetings at which the appointment may be used.

An appointment may be a standing one.

101.2 An undated appointment is taken to have been dated on the day it is given to the Company.

101.3 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

- (1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (2) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (3) if the proxy is the chair - the proxy must vote on a poll, and must vote that way;
- (4) if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a Member, this Rule 101.3 does not affect the way that the person can cast any votes the person holds as a Member.

101.4 An appointment does not have to be witnessed.

101.5 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

102. Form of Proxy Sent Out by Company

102.1 A form of proxy sent out by the Company may be in a form determined by the Directors but must:

- (1) enable the Member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- (2) leave a blank for the Member to fill in the name of the person primarily appointed as proxy.

102.2 The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.

102.3 Despite Rule 102.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

WESTERN AUSTRALIAN GENERAL PRACTICE EDUCATION & TRAINING LIMITED

ACN

I/We, _____ of _____, being a Member/Members of the abovenamed company, appoint _____ of _____ or, in his or her absence, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the *annual general/*general meeting of the company to be held on _____ and at any adjournment of that meeting.

† This form is to be used *in favour of/*against the resolution.

Signed on _____ .

* Strike out whichever is not desired.

† To be inserted if desired.

103. Receipt of Proxy Documents

[compare section 250B]

103.1 For an appointment of a proxy for a meeting of the Members to be effective, the following documents must be received by the Company at least 24 hours before the meeting:

- (1) the proxy's appointment; and
- (2) if the appointment is signed by the appointor's attorney - the authority under which the appointment was signed or a certified copy of the authority.

103.2 If a meeting of the Members has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

103.3 The Company receives an appointment or authority when it is received at any of the following:

- (1) the Company's registered office;
- (2) a facsimile number at the Company's registered office; or
- (3) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting.

103.4 An appointment of a proxy is ineffective if:

- (1) the Company receives either or both the appointment or authority at a fax number or electronic address; and
- (2) a requirement (if any) in the notice of meeting that:
 - (a) the transmission be verified in a way specified in the notice; or
 - (b) the proxy produce the appointment and authority (if any) at the meeting;

is not complied with.

104. Validity of Proxy Vote

[section 250C(1) and compare replaceable rule 250C(2)]

104.1 A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

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

- (1) the appointing Member dies;
- (2) the Member is mentally incapacitated;
- (3) the Member revokes the proxy's appointment; or
- (4) the Member revokes the authority under which the proxy was appointed by a 3rd party.

105. Attorney of Member 08.09.2008

105.1 An attorney for a Member may do whatever the Member could do personally as a Member, but if the attorney is to vote at a meeting of Members or a class of Members the instrument conferring the power of attorney or a certified copy of the authority must be produced to the Company at least 24 hours before the meeting, in the same way as the appointment of a proxy.

VOTING AT MEETINGS OF MEMBERS

106. How Vote May Be Exercised

106.1 Subject to Rule 107 at any general meeting of Members, each Primary Member and each Honorary Life Member present has 1 vote on a show of hands and on a poll, but no Associate Member present may vote. 22.11.2002 24.11.06

106.2 The vote may be exercised in person, by proxy, or attorney 08.09.2008

24.11.06

107. Objections to Right to Vote

[compare replaceable rule 250G]

107.1 A challenge to a right to vote at a meeting of Members:

- (1) may be made only at the meeting; and
- (2) must be determined by the chair, whose decision is final.

107.2 A vote not disallowed following the challenge is valid for all purposes.

108. How Voting is Carried Out

[compare replaceable rule 250J, section 251A]

108.1 A resolution put to the vote at a meeting of the Members may be decided on a show of hands or by poll as determined by the Board prior to the meeting or by the chair during the meeting, unless a poll is demanded under Rule 110.

108.2 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

109. Matters on Which a Poll May Be Demanded

[compare section 250K]

109.1 A poll may be demanded on any resolution.

109.2 A demand for a poll may be withdrawn.

110. When a Poll is Effectively Demanded

[compare section 250L]

110.1 At a meeting of the Members, a poll may be demanded by:

- (1) at least 3 Members entitled to vote on the resolution; or
- (2) the chair.

110.2 The poll may be demanded:

- (1) before a vote is taken;
- (2) before the voting results on a show of hands are declared; or
- (3) immediately after the voting results on a show of hands are declared.

111. When and How Polls Must Be Taken

[compare replaceable rule 250M]

111.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

111.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

111.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

111.4 The result of the poll is the resolution of the meeting at which the poll was determined by the Board under Rule 108.1 or demanded under Rule 110.

112. Chair's Casting Vote

[compare replaceable rule 250E(3)]

112.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a Member or proxy.

112.2 The chair has a discretion both as to use of the casting vote and as to the way in which it is used.

ANNUAL GENERAL MEETING

[compare section 250N]

113. Business of an Annual General Meeting

[compare sections 250R, 250S and 250T]

113.1 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- (1) acceptance of the minutes of the previous Annual General Meeting; 08.09.2008
- (2) the consideration of the annual financial report, Directors' report and auditor's report;
- (3) the election of Directors;
- (4) the appointment of the auditor;
- (5) the fixing of the auditor's remuneration; and
- (6) the fixing of Directors' remuneration.

All other business transacted at an annual general meeting and all other business transacted at any other general meeting is special business.

113.2 The business of the annual general meeting also includes any other business which under this Constitution or the Act ought to be transacted at an annual general meeting.

113.3 The chair of the annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.

113.4 If the Company's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

114. Resolutions Proposed by Members

[compare section 249O]

114.1 No Member may at any meeting move any resolution relating to special business unless:

- (1) the Member has given not less than 30 Business Days' previous notice in writing of the Member's intention to move an primary resolution or 2 months' notice in writing of the Member's intention to move a special resolution at the meeting by leaving the notice and a signed copy of the resolution at the registered office of the Company; or
- (2) the resolution has previously been approved by the Directors.

114.2 Upon receiving a notice referred to in Rule 114.1(1) the Secretary must:

- (1) if the notice convening the meeting has already been despatched, immediately notify the Members of the proposed resolution; or
- (2) otherwise include notice of the proposed resolution in the notice convening the meeting.

MINUTES

115. Minutes to be Kept

[compare section 251A]

115.1 The Directors must keep minute books in which they record within 1 month:

- (1) proceedings and resolutions of meetings of the Members;
- (2) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors);
- (3) resolutions passed by Members without a meeting; and
- (4) resolutions passed by Directors without a meeting.

115.2 The Directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:

- (1) the chair of the meeting; or
- (2) the chair of the next meeting.

115.3 The Directors must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

115.4 Without limiting Rule 115.1 the Directors must record in the minute books:

- (1) all appointments of officers and executive employees;
- (2) the names of the Directors and alternate Directors present at all meetings of Directors and the Company; and
- (3) the method by which a meeting of Directors was held.

ACCOUNTS, AUDIT AND RECORDS

116. Accounts

[compare sections 285-297, 314-317]

116.1 The Directors must cause proper accounting and other records to be kept in accordance with the Act.

116.2 The Directors must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Act.

117. Audit

[compare sections 301, 327-331]

117.1 A registered company auditor must be appointed.

117.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

EXECUTION OF DOCUMENTS

118. Common Seal

118.1 The Company may, but need not, have a common seal.

119. Use of Common Seal

[compare sections 127(2) and 129(6)]

119.1 If the Company has a common seal the Directors must provide for its safe custody.

119.2 The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a committee of the Directors duly authorised by the Directors.

119.3 The Company executes a document with its common seal if the fixing of the seal is witnessed by:

- (1) 2 Directors of the Company; or
- (2) a Director and the Secretary.

120. Execution of Documents Without Common Seal

[compare section 127(1) and 129(5)]

120.1 The Company may execute a document without using a common seal if the document is signed by:

-
- (1) 2 Directors of the Company; or
 - (2) a Director and the Secretary.

121. Execution of Document as a Deed

[compare section 127(3)]

121.1 The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rule 119 or Rule 120.

122. Execution - General

[compare sections 129(5), 129(6) and 127(4)]

- 122.1 The same person may not sign in the dual capacities of Director and Secretary.
- 122.2 A Director may sign any document as Director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this Constitution as to execution despite his or her interest.
- 122.3 Rules 119 and 120 do not limit the ways in which the Directors may authorise documents (including deeds) to be executed on behalf of the Company.

INADVERTENT OMISSIONS

123. Formalities Omitted

[compare section 1322]

123.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any Member financially. The decision of the Directors is final and binding on all Members.

ALTERATIONS AND WINDING UP 24.11.06

124. Alterations

124.1 The Australian Taxation Office shall be notified in writing of any alterations to this Constitution. 30.09.2005

125. Winding Up

125.1 If upon the winding up or dissolution of the Company any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to some other

institution or institutions determined by the Members at or before the time of dissolution which has similar objects to the Company and which is approved by the Commissioner of Taxation as a deductible gift recipient for the purposes of any Commonwealth Taxation Act . 30.09.2005

125.2 If the Members do not make the necessary determination under Rule 125.1, the Company may apply to the Supreme Court to determine the institution or institutions.

125.3 If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, (excluding, for the avoidance of doubt, any surplus assets of the gift fund), the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other company, association and/or institution:

- (1) having objects similar to the objects of the Company; and
- (2) whose Memorandum of Association or Constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company; and
- (3) is an endorsed deductible gift recipient under the Commonwealth Taxation Act

such company, association and/or institution to be determined by the Members at or before the time of the dissolution of the Company and in default thereof by application to the Supreme Court for determination.

If the Company is wound up or dissolved, or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to its shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made. . 30.09.2005

125.4 If the Company is wound up or dissolved, the Company shall advise the Australian Taxation Office within 30 days of that event. . 30.09.2005

125.5 The Company will establish and maintain a gift fund to be used only for the purposes of taking gifts of money or property that will be used only in the furtherance of the objects of the Company. . 30.09.2005

SIGNING

126. Signing

126.1 The persons whose names are written below agree to this Constitution and to be Members.

**Name and Signature of
Subscriber**

Dr Wynand Breytenbach
(representing the Australian
College of Rural and Remote
Medicine) 22.11.2002

.....

**Signature and name,
address and occupation of
Witness to signature**

.....
Signature

.....
Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Dr David Jonathan Russell-
Weisz (representing Western
Australian Department of Health
- North West Health Regions
Western Australian Country
Health Service) 22.11.2002

.....

.....
Signature

.....
Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Ms Cobie Joan Rudd
(representing the General
Practice Divisions of Western
Australia Ltd - Executive) 22.11.2002

.....

.....
Signature

.....
Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Professor Max Karnien
(representing the UWA
Department of General Practice)

22.11.2002

.....
Signature

.....
Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Dr Murray John James-Wallace
(representing the General
Practice Registrars' Association,
Inc - Rural)

22.11.2002

.....
Signature

.....
Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Dr Robert George Noll
(representing the Rural Doctors'
Association of Western
Australia, Inc)

22.11.2002

.....
Signature

.....
Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Dr Bernard Sydney Pearn-Rowe
(representing the Australian
Medical Association (WA) -
Urban) 22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Dr Richard Byron Murray
(representing the Western
Australian Aboriginal
Community Controlled Health
Organisation) 22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

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Occupation (BLOCK LETTERS)

Dr Peter James Maguire
(representing the Royal
Australian College of
Practitioners) 22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

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Address (BLOCK LETTERS)

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Occupation (BLOCK LETTERS)

Dr Greg Down (representing the
Western Australian Centre for
Remote and Rural Medicine at
UWA) 22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

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Occupation (BLOCK LETTERS)

Dr Rob Kirk (representing the
Australian Medical Association
(WA) - Rural) 22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

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Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Dr Mike Eaton (representing the
General Practice Supervisors
Association) 22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

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Address (BLOCK LETTERS)

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Occupation (BLOCK LETTERS)

Dr Ann Larson (representing the
Combined University Centre for
Rural Health (Geraldton)) 22.11.2002

.....
Signature

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Full Name (BLOCK LETTERS)

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Address (BLOCK LETTERS)

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Occupation (BLOCK LETTERS)

Dr Charley Nadin (representing
the General Practice Division of
Western Australia - Rural) 22.11.2002

.....
Signature

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Full Name (BLOCK LETTERS)

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Address (BLOCK LETTERS)

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Occupation (BLOCK LETTERS)

Dr Steve Wilson (representing
the General Practice Division of
Western Australia - Urban) 22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

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Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Dr Katherine Felicity Jefferies
(representing the Western
Australian Centre for Remote
and Rural Medicine at UWA)

22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

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Occupation (BLOCK LETTERS)

Dr Ian Lockyer (representing
the Royal Australian College of
General Practitioners)

22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

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Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Dr Meredith Arcus (representing
the General Practice Registrars'
Association, Inc)

22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

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Address (BLOCK LETTERS)

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Occupation (BLOCK LETTERS)

Dr Robert Moorhead
(representing the UWA School
of Primary Health Care) 22.11.2002

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Signature

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Full Name (BLOCK LETTERS)

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Address (BLOCK LETTERS)

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Occupation (BLOCK LETTERS)