

Board Matters Legal
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Corporations Act 2001
A Public Company Limited by Guarantee
Constitution

General Practice Network NT Ltd

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1 Nature of the Company

- 1.1 The Company is a public company limited by guarantee.
- 1.2 The liability of the Members is limited. Every Member undertakes to contribute \$1.00 to the assets of the Company if it is wound up while they are a Member, or within one year afterwards.

2 Objects

- 2.1 The objects of the Company are:
 - 2.1.1 to take over the combined activities and resources of GPPHCNT, TEDGP and CADPHC;
 - 2.1.2 to improve health care delivery in the Northern Territory by improving general practice and primary health care;
 - 2.1.3 to lead and pursue equity of access to general practice and primary health services to achieve equitable health outcomes throughout the Northern Territory;
 - 2.1.4 to co-operate and collaborate with other organisations concerned with general practice and primary health care education, training or research;
 - 2.1.5 to raise money to further the aims of the Company and to secure sufficient funds for the objects of the Company;
 - 2.1.6 to receive any funds and to utilise these funds in a manner that best attains the objects of the Company; and
 - 2.1.7 to do all such things as are incidental or conducive to the operation of the Company and otherwise for the attainment of all or any of the objects of the Company.

3 Membership

- 3.1 The number of Members of the Company is unlimited.
- 3.2 The members of the Company are divided in to 2 classes, namely:
 - 3.2.1 **Voting Members**, which class is further divided in to 2 categories, namely:
 - (a) **GP Members** being natural persons that are eligible for, and admitted to, this category of Membership in accordance with clause 3.155 (see also clause 3.3); and
 - (b) **Primary Health Care Members** being natural persons or organisations that are eligible for, and admitted to, this category of Membership in accordance with clause 3.15 (see also clause 3.73.7); and
 - 3.2.2 **Non-voting Members** being persons that are eligible for, and admitted to, this category of Membership in accordance with clause 3.15 (see also clause 3.12).

GP Members

- 3.3 GP Members shall enjoy the rights of Members of the Company under and in accordance with this Constitution, including, without limitation, the right to vote at general meetings of Members and also to be elected to the Board under clause 11.1.1
- 3.4 This category of Voting Membership is open to natural persons or GP Organisations that fulfil the Membership Eligibility Requirements for GP Membership (either as a natural person or GP Organisation) from time to time determined by ordinary resolution of the Voting Members at a properly constituted general meeting of the Company.
- 3.5 All persons who are GPs and who were, immediately prior to the incorporation of the Company, entered into the Register as an individual member of any of GPPHCNT, TEDGP and CADPHC shall be admitted to the Company as GP Members automatically upon incorporation.
- 3.6 Any GP Organisations who were, immediately prior to the incorporation of the Company, entered into the Register as a member or associate member of any of GPPHCNT, TEDGP and CADPHC shall be admitted to the Company as a GP (Organisational) Member automatically upon incorporation.

Primary Health Care Members

- 3.7 Primary Health Care Members shall enjoy the rights of Membership expressly conferred under and in accordance with this Constitution, including subject to the limitations in this Constitution the right to vote at general meetings of Members.
- 3.8 This category of Voting Membership is open to natural persons or Primary Health Care Organisations that fulfil the Membership Eligibility Requirements for Primary Health Care Membership (either as a natural person or Primary Health Care Organisation) from time to time determined by ordinary resolution of the Voting Members at a properly constituted general meeting of the Company.
- 3.9 All persons who are primary health care workers and who were, immediately prior to the incorporation of the Company, entered into the Register as an individual member of any of GPPHCNT, TEDGP and CADPHC shall be admitted to the Company as Primary Health Care Members automatically upon incorporation.
- 3.10 The following organisations that were, immediately prior to incorporation of the Company, entered into the Register as a member of one or more of GPPHCNT, TEDGP or CADPHC shall be automatically admitted to the Company as Primary Health Care (Organisational) Members, namely:
- 3.10.1 PHC service providers;
 - 3.10.2 indigenous medical service organisations;
 - 3.10.3 peak bodies for PHC Health Professionals; and
 - 3.10.4 training organisations of PHC professionals.

Organisational Members

- 3.11 Organisational Members other than GP (Organisational) Members and Primary Health Care (Organisational) Members shall be Non-Voting Members.

Non-Voting Members

- 3.12 Non-Voting Members shall have the rights of Membership expressly conferred under and in accordance with this Constitution. For the avoidance of doubt, they shall not be entitled to:
- 3.12.1 vote at general meetings of Members; nor
 - 3.12.2 stand for election to the Board, with the exception of a Consumer Nominee who may stand for election under clause 11.1(c) of this Constitution.
- 3.13 Subject to clause 3.14, a person shall be eligible for admission as a Non-Voting Member if, in the opinion of Board, the persons is not eligible for admission as a Voting Member and is working in, or supportive of, any of the following areas:
- 3.13.1 PHC allied health organisations
 - 3.13.2 PHC nursing organisations;
 - 3.13.3 PHC AHW organisations;

- 3.13.4 relevant community organisations;
 - 3.13.5 medical specialists; and
 - 3.13.6 aged care organisations.
- 3.14 Notwithstanding any other provision, the eligibility requirements for admission as a Non-Voting Member may be determined by ordinary resolution of the Voting Members from time to time at a general meeting of the Company.

Becoming a Member

- 3.15 The following provisions apply to applications for admission as a Member:
- 3.15.1 Membership is open to persons and organisations who:
 - (a) are supportive of the objects of the Company;
 - (b) fulfil the Membership Eligibility Requirements for the class of Membership (namely for Voting or Non-Voting Membership) and, where relevant, the category of Voting Membership (namely GP Membership or Primary Health Care Membership) to which they are seeking admission; and
 - (c) are accepted by the Board, or its duly authorised delegate, for admission to Membership.
 - 3.15.2 All applications for Membership must be made by completing and signing the form approved for the purpose by the Board, and lodging it with the Secretary.
 - 3.15.3 Upon lodging an application, the applicant must pay the relevant annual fee (see clause 4);
- 3.16 In respect of each application for Membership duly made in accordance with this Constitution:
- 3.16.1 the Board, or its duly authorised delegate, shall promptly after it is received from the applicant, consider whether to accept or reject the application;
 - 3.16.2 the Board has the sole and absolute discretion to accept or reject the application for Membership;
 - 3.16.3 notwithstanding any other provision, whilst the Board's duly authorised delegate may accept the application, the application must be referred to the Board for further consideration if the Board's delegate wishes to reject the application, and the Board continues to have the sole and absolute discretion whether to accept or reject the application;
 - 3.16.4 if the application is accepted by the Board or its duly authorised delegate, the applicant shall be admitted forthwith as a Member and shall be notified accordingly;
 - 3.16.5 the Board does not have to give reasons for rejecting an application; and
 - 3.16.6 if the application is rejected, all amounts paid by the applicant on account of the application shall be refunded in full.

Notifying Member of Admission

- 3.17 Following admission of a new Member, the Secretary must promptly:
- 3.17.1 notify the Member in writing of the admission to Membership by issuing a receipt for the entrance fee paid by the Member on account of the application for membership; and
 - 3.17.2 cause the required details to be entered in the Register.

Ongoing Member Obligations and Rights

- 3.18 The Members of the Company agree to be bound by the provisions of this Constitution.
- 3.19 For so long as a Member abides by the provisions of this Constitution, the Member shall enjoy the rights and privileges of membership under this Constitution and the Act.
- 3.20 All Members have the right to receive notices of, and to attend and be heard at, and to vote (subject to the other provisions of this Constitution and relevant by-laws promulgated by the Board) at any general meeting.

Register of Members

- 3.21 A Register of the Members must be kept in accordance with the Act.
- 3.22 The following details must be entered and kept current in the Register in respect of each Member:
- 3.22.1 the full name and contact details of the Member;
 - 3.22.2 the date of admission to and cessation of membership; and
 - 3.22.3 such other information as the Board requires.
- 3.23 Each Member is responsible to notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number within 1 month after the change.

4 Application fee**Amount of fees**

- 4.1 The Board shall determine from time to time the:
- (a) entrance fee, if any, payable upon admission to any category of Membership; and
 - (b) annual subscription, payable upon renewal of Membership in any category of Membership.

5 Removal and cessation of membership**Resignation**

- 5.1 A Member may resign from membership of the Company by giving written notice to the Secretary, and the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice.

Removal from Membership

- 5.2 Subject to clause 5.3, a Member may be removed by ordinary resolution of the Members at a general meeting.
- 5.3 The following provisions must be fulfilled before a Member can be removed by a resolution of the Members under clause 5.2:
- 5.3.1 a majority of the Directors must agree that the Member has failed to comply with a provision of this Constitution or is otherwise no longer considered suitable to be a Member;
 - 5.3.2 the Board must give at least 2 months' written notice to the Member of the intention to terminate their membership and the grounds of the intended termination,
 - 5.3.3 the Member must be invited, in the written notice, to provide to the Board any written representations which the Member wishes the meeting of Members to consider;
 - 5.3.4 if the Member makes written representations, and requests that they be notified to the other Members, in sufficient time before the notices of meeting are sent to the Members, the Board must ensure that a copy of the representations is included in the notices calling the meeting;
 - 5.3.5 if copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting; and
 - 5.3.6 whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the meeting.

Other cessation of membership

- 5.4 A Member ceases to be a Member:
- 5.4.1 on the dissolution of the Member; or
 - 5.4.2 on the insolvency of the Member.

6 No profits for members

Transfer of income or property

- 6.1 Subject to clause 6.2, all of the assets and income of the Company shall be applied solely in the furtherance of the objects of the Company and no portion shall be distributed directly or indirectly to any Member.

Payments, services and information

- 6.2 Nothing in clause 6.1 prevents the payment, in good faith, of an amount, calculated on arms length terms, in respect of:
- 6.2.1 Remuneration payable to an employee of the Company, who is also a Member's Representative under clause 9, for services actually rendered to the Company; or
 - 6.2.2 goods or services actually supplied to the Company by a Member in the ordinary and usual course of the Member's business.

7 General meetings

Convening of meetings

- 7.1 The Chairperson or any 2 Directors may at any time request the Secretary to convene a general meeting of the Members and the Secretary must comply with all such requests.

Notice of general meeting

- 7.2 Notice of a general meeting:
- 7.2.1 may be given by any form of communication permitted by the Act.
 - 7.2.2 must specify the place, the day and the hour of meeting, the general nature of the business to be transacted and any other matters as are required by the Act.
- 7.3 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Quorum at general meetings

- 7.4 A quorum for the purposes of a general meeting of Members shall be at least 15 Members present and entitled to vote, whether present personally by their Representative or by proxy.
- 7.5 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chairperson:
- 7.5.1 if the meeting was convened by or on the requisition of Members, it must be dissolved; or
 - 7.5.2 in any other case it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.
- 7.6 If a meeting has been adjourned to another time and place determined by the Board, then notwithstanding any other provision, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
- 7.7 If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chair and powers of chair

- 7.8 The Chairperson or, in his/her absence, the Deputy Chairperson, shall preside as chair at every general meeting of Members.
- 7.9 If for any reason there is not then a Chairperson or a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the meeting to start, the Members who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.
- 7.10 The chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the chair reasonably considers that the person's conduct is inappropriate.

Casting Vote of chair

- 7.11 The chair of a general meeting is entitled to a second or casting vote on all resolutions, whether by show of hands or on a poll.

Adjournment of meetings

- 7.12 The chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 7.13 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 7.14 When a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as in the case of an original meeting.
- 7.15 When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

Voting on show of hands

- 7.16 All resolutions put to the vote of a general meeting of Members must be decided on a show of hands unless a poll is demanded in accordance with clause 7.21.
- 7.17 On a show of hands, every Voting Member present in person has one vote.
- 7.18 On a show of hands, a declaration by the chair that a resolution has 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 Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Vote on a poll

- 7.19 A poll may be demanded in respect of a resolution at a general meeting:
- 7.19.1 by the chair; or
 - 7.19.2 by at least 2 Voting Members present and entitled to vote on the resolution:
 - 7.19.3 before the vote on that resolution is taken;
 - 7.19.4 before the result is declared on a show of hands; or
 - 7.19.5 immediately after the result is declared on a show of hands.
- 7.20 On a poll every Voting Member present in person or by proxy has one vote.
- 7.21 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 7.22 A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

8 Proxies**Proxies**

- 8.1 At meetings of Members, each Member may attend and, in the case of Voting Members, vote in person and by proxy, however for the avoidance of doubt a Member is only entitled to one vote per motion, either by proxy or in person.
- 8.2 A person attending as a proxy shall be deemed to have all the powers of the relevant Member, except where expressly stated to the contrary in this Constitution or the Act.

Appointment of proxies

- 8.3 A Voting Member may appoint another Voting Member, or the Secretary of the Company, as their proxy to attend and vote in their place at a general meeting.
- 8.4 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the Member appointing the proxy.
- 8.5 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

Verification of proxies

- 8.6 Notwithstanding any other provision, a proxy shall be deemed to be invalid unless the following provisions are fulfilled:
- (a) each Member appointing a proxy must send or deliver to the Company, for receipt no later than 2 business days before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:
 - (i) the document appointing the proxy; and
 - (ii) if the appointment is signed by the Member's attorney, the authority under which the appointment was signed or a certified copy of that authority.
 - (b) The required documents must be either sent or delivered to the Company's office address, fax number or electronic address, and marked to the attention of the relevant person, as specified for that purpose in the notice convening the meeting.

Revocation of appointment of proxy

- 8.7 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite:
- (a) the death or unsoundness of mind of the appointor; or
 - (b) the revocation of the instrument or of the authority under which the instrument was executed,
- except where the Secretary has been notified in writing of such event before the commencement of the meeting or adjourned meeting at which the proxy is used, in which case the proxy shall be deemed to be invalid.

9 Organisational Members' Representatives

- 9.1 A Voting Member that is an organisation may appoint an individual as a representative to exercise all or any of the powers of the Member under this Constitution or otherwise at law.
- 9.2 The appointment may be a standing one.
- 9.3 The appointment may set out restrictions on the Representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 9.4 A Member may appoint more than 1 Representative but only 1 Representative may exercise the body's powers at any one time.
- 9.5 Unless otherwise specified in the appointment, the Representative may exercise, on the Member's behalf, all of the powers that the Member could exercise at a meeting of the Company.

10 Transitional Governance Arrangements**Governance**

- 10.1 The provisions of the whole of this clause 10 are transitional only, and shall cease to have effect at the end of the Transitional Period, at which point the provisions of clause 11 (Board) and clause 16 (CEO) shall take effect.

Interim Board

- 10.2 The Interim Board must appoint an Interim CEO at the first meeting of the Interim Board. The Interim Board may, upon terms and conditions and with any restrictions they see fit, confer on the Interim CEO any of the powers that the Interim Directors can exercise.
- 10.3 The Interim Board in conjunction with the Interim CEO must:
- 10.3.1 oversee the implementation of the Transitional Provisions;
 - 10.3.2 develop a single administrative and budgetary structure for the Company's operations; and
 - 10.3.3 oversee the formation of the first Board of the Company in accordance with clause 11 at the end of the Transitional Period;

Interim CEO

- 10.4 In addition to any powers conferred on the Interim CEO by the Interim Board, the Interim CEO in conjunction with the Board must:
- 10.4.1 oversee the implementation of the Transitional Provisions; and
- 10.4.2 develop a single administrative and budgetary structure for the Company.

11 Board of Directors**Number of Directors**

- 11.1 As and from the end of the Transitional Period, the number of Directors of the Company, together called the "Board", shall be a minimum of 3 and a maximum of 9, comprising:
- 11.1.1 At least 3 and up to 8 Elected Directors elected by the Voting Members in accordance with this Constitution and which shall, subject to clause 11.2, comprise:
- (a) At least 3 and up to 5 persons who are, when nominated and at all times whilst they serve on the Board, then current GP Members of the Company:
- (i) at least 2 Directors must be GP Members from Central Australia;
- (ii) at least 2 Directors must be GP Members from the Top End;
- (b) At least 2 of whom are, when nominated and at all times whilst they serve on the Board, eligible as a Primary Health Care Member;
- (c) At least 1 of whom is , when nominated and at all times whilst they serve on the Board, eligible as a Consumer Nominee; and
- 11.1.2 Up to 1 Appointed Director appointed by a Northern Territory peak indigenous medical service representative organisation from time to time in accordance with clause 11.9 of this Constitution.
- 11.2 For the avoidance of doubt:
- 11.2.1 at all points in time a majority of Directors must be GP Members;
- 11.2.2 if, for any reason and at any time, a majority of the Board are not GP Members, then the persons who are then Directors shall nonetheless be empowered to act strictly to make such appointments to the Board in accordance with clause 11.13 so as to ensure that the Board fulfils the requirements of this clause 11.2; and
- 11.2.3 each Director, irrespective of whether they are an Appointed Director, or an Elected Director, including whether they are a Primary Health Care Member or a Consumer Nominee, shall have all of the legal duties and responsibilities of Directors of the Company.
- 11.3 The Company may by ordinary resolution of its Voting Members:
- 11.3.1 increase or decrease the minimum or maximum number of Directors (provided that the minimum must not fall below 3 as required by the Act and that a majority of Directors must be GP Member);
- 11.3.2 determine in what rotation the Directors appointed as the result of any such alteration are to go out of office.

Eligibility for election as a Director

- 11.4 A person is only eligible for election or appointment as a Director if the person:
- 11.4.1 has been properly nominated for election under clause 11.12.2 or in the case of an Appointed Director has been properly appointed to the Board in accordance with clause 11.9; and
- 11.4.2 has not then already served on the Board for 4 continuous terms of 2 years.

Rotation and retirement of Directors

- 11.5 Subject to clause 11.7, there shall be a rotational system of elections of Elected Directors so that at each AGM, those Directors who have served approximately 2 years since they were elected must retire from office.
- 11.6 An Elected Director retiring at an AGM, and who is not disqualified by law or by this Constitution (see clause 11.4) from being reappointed, is eligible for re-election.

Transitional rotation of Directors

- 11.7 Despite clause 11.5, at the first AGM of the Company occurring after the end of the Transitional Period, one-half of the Elected Directors (rounded up to the nearest whole number if necessary) shall retire from office, having served only one year since they were elected, but shall be eligible to stand for re-election.
- 11.8 Which of the Elected Directors is to retire under clause 11.7 will be decided by unanimous decision of the then current Board, provided that if they are unable to agree unanimously on which of the Elected Directors is to retire, this shall be decided by the drawing of lots.

Appointment of Appointed Directors

- 11.9 The Board shall invite the Northern Territory peak indigenous medical service representative organisation to, at its discretion, propose the appointment of 1 Director (**Appointed Director**) to serve at any one time, on the basis that they are person whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors.
- 11.10 The power to appoint an Appointed Director:
- 11.10.1 Must be exercised by resolution of the board or governing body of the Northern Territory peak indigenous medical service representative organisation;
- 11.10.2 given in writing and addressed to the Board of the Company signed under the hand of a person who declares that they are duly authorised to do so on behalf of the Northern Territory peak indigenous medical service organisation;
- 11.10.3 includes the power to remove any such Director, which power shall also be exercised in accordance with the previous paragraphs of this clause 11.10
- 11.11 Each Appointed Director shall serve for a term for a period of 2 years from the date of their appointment, but shall be eligible for reappointment for up to a maximum of 8 years.

Ballot for election of Directors

- 11.12 The election of the Directors appointed by Members at each AGM shall take place in the following manner:
- 11.12.1 a postal ballot of the Voting Members may in the Board's discretion be held prior to the AGM and if so, subject to this clause, the postal ballot shall be conducted in the manner determined from time to time by the Board;
- 11.12.2 all nominations for election:
- (a) as an Elected Director must be in writing and be signed by another Voting Member supporting the nomination and by the nominee consenting to the nomination,
- (b) in the case of a person who is a Consumer Nominee, must be in writing and signed by a Voting Member supporting the nomination and by the nominee consenting to the nomination; and
- (c) in all cases must be delivered to and lodged with the Secretary not less than 21 days prior to the date fixed for the holding of the relevant AGM;
- 11.12.3 only persons who are eligible for election or appointment as a Director under this Constitution (see clause 11.4) may be nominated to stand for election;
- 11.12.4 the Board must ensure that the postal ballot is conducted in such a fashion as to enable all Members sufficient opportunity to consider all nominations;

- 11.12.5 the Board must ensure that a sufficient period is allowed to complete the postal ballot at least 7 days prior to the holding of the relevant AGM;
- 11.12.6 at the relevant AGM, the postal votes duly received by the Secretary prior to the AGM shall be added to the votes cast at the AGM, whether by show of hands or on a poll, to determine the results of the election of Directors; and
- 11.12.7 to avoid doubt, under no circumstances shall a person who has cast a postal vote be entitled to a second vote at an election of Directors, whether on a show of hands or on a poll.

Filling casual vacancies of directors

- 11.13 The Board may at any time appoint a person who would be eligible to stand for election as a Director, to be a Director to fill a casual vacancy:
 - 11.13.1 created by the early retirement of Elected Director;
 - 11.13.2 resulting from a vacant position for an Elected Director on the Board not having been filled at an AGM; or
 - 11.13.3 in any other circumstances where the maximum number of Elected Directors on the Board will not be exceeded as a result of the appointment, as an addition to the existing Directors.
- 11.14 If a Director has been duly appointed to fill a casual vacancy:
 - 11.14.1 That Director shall, notwithstanding any other provision, be required to retire, but be eligible for election, at the next AGM following their appointment;
 - 11.14.2 If a Director appointed to fill a casual vacancy has been elected at an AGM following their initial appointment, that Director shall be regarded thereafter as an Elected Director entitled to serve for 2 years from the AGM at which they were first put up for election and thereafter subject to clauses 11.4, 11.5 and 11.6 in respect of their eligibility for, and nomination for, re-election at future AGMs.

Retirement and removal from office

- 11.15 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time of giving the notice to the Company or, if another time is specified in the notice, at that time.
- 11.16 The Members may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement.
- 11.17 A person appointed to replace a Director under clause 11.16 removed from office must retire as a Director at the next AGM at which the Director they are replacing would have been required to retire if they had not been removed.

Vacation of office

- 11.18 Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:
 - 11.18.1 becomes an insolvent under administration;
 - 11.18.2 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;
 - 11.18.3 is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of 6 months and the Board resolves that the office of that Director be vacated; or
 - 11.18.4 becomes prohibited from being a Director by reason of an order made under the Act.

12 Chairperson and Deputy Chairperson

- 12.1 At the first meeting of the Board after each annual general meeting, the Board shall elect from amongst the then current Elected Directors:
 - 12.1.1 a Chairperson; and
 - 12.1.2 a Deputy Chairperson

- 12.2 A Director shall not serve more than 6 consecutive years as Chairperson.
- 12.3 The Chairperson or, in his/her absence, the Deputy Chairperson, shall preside as chair at every meeting of the Board.
- 12.4 If for any reason there is not then a Chairperson or a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the Board meeting to start, the Directors who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

13 Directors' remuneration

Payment for expenses

- 13.1 Directors shall be entitled to be paid sitting fees for their role as Directors provided that such fees are approved annually in advance by the Members at a properly constituted meeting of Members.
- 13.2 In addition to sitting fees approved by the Members, Directors shall be entitled, on an equitable basis, to be paid all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Board or any of its committee or general meetings or otherwise in the execution of their duties as Directors provided that such expenses have first been approved by the Board.

14 Powers of directors

- 14.1 The Directors may exercise all of the powers of the Company which are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting or otherwise.

15 Proceedings of directors

Convening of Directors' meetings

- 15.1 The Board shall meet not less than 4 times per year, but otherwise as necessary to discharge their duties and functions.
- 15.2 The Chairperson or the Deputy Chairperson or any other 2 Directors may request the Secretary to convene a meeting of the Board at any time and the Secretary must comply with such request.
- 15.3 Notice of each meeting of the Directors must be given to each Director at least 48 hours before the meeting, or otherwise as determined by resolution of the Board, except in the case of a Director who is out of Australia or who has been given leave of absence from the Board.

Teleconference meeting of the Board

- 15.4 A meeting of Directors may be held by means of the contemporaneous linking together by telephone, radio or other form of instantaneous audio or audio and visual communication of a number of Directors constituting not less than the quorum required for the purpose of this Constitution provided that the conditions set out in the next following clause are fulfilled.
- 15.5 The conditions referred to in the immediately preceding clause are that:
- (a) all the Directors for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio and visual communication;
 - (b) notice of any such meeting shall be given in accordance with clause 15.3;
 - (c) each of the Directors taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or audio and visual communication and must throughout the meeting be able to hear each of the other Directors so taking part;
 - (d) at the commencement of the meeting each Director must acknowledge his/her presence to all the other Directors taking part; and

- (e) if the Secretary is not present at the meeting one of the Directors so present shall take minutes of the meeting.
- 15.6 A Director may not leave a meeting conducted pursuant to clause 15.4 by disconnecting his or her telephone, radio or other form of communication unless he/she has previously obtained the express consent of the chair of the meeting.
- 15.7 A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication unless they have previously obtained the express consent of the chair of the meeting to leave the meeting.
- 15.8 A minute of the proceedings at a meeting held by telephone, radio or instantaneous audio or audio and visual communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified on a correct minute by the chair of the meeting if present at the meeting.
- 15.9 A meeting by electronic communications shall not be invalidated by a voluntary or involuntary disconnection of a participant provided that there shall remain or be reconnected sufficient Directors able to communicate with each other as constitutes a quorum.

Quorum and voting at directors' meetings

- 15.10 A quorum for the purposes of a meeting of the Board is a simple majority of the Board as then constituted.
- 15.11 Questions arising at a meeting of the Board must be decided in the manner from time to time determined by the Board, and in the absence of any such agreement, by a majority of votes of Directors present and voting.

Chairperson and Deputy Chairperson

- 15.12 If for any reason, within 15 minutes of the time nominated for a Board meeting to start, neither the Chairperson nor the Deputy Chairperson is present, but a quorum is present, the Directors who are present at the meeting shall select one of their number to chair the meeting until such time as the Chairperson or the Deputy Chairperson arrives, upon which they shall assume the chair.

Chair's vote at Directors meetings

- 15.13 The chair has a second or casting vote at meetings of Directors.

Delegation of powers to committee

- 15.14 The Board may delegate any of their powers, except this power to delegate, to committees consisting of such Directors and such other persons as they think fit.
- 15.15 In the exercise of any powers delegated to it, a committee formed by the Board:
- 15.15.1 must conform to the directions of the Board; and
 - 15.15.2 otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.

Validity of acts of Directors

- 15.16 All acts done by a meeting of the Board or of a committee appointed by the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

- 15.17 The Board must cause minutes of all proceedings of general meetings, of meetings of the Board and of committees formed by the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose.
- 15.18 The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

Resolution in writing

- 15.19 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Board passed at a meeting of the Board duly convened and held.
- 15.20 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.
- 15.21 In relation to a resolution in writing:
- 15.21.1 a document generated by electronic means, including for the avoidance of doubt, an e-mail which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing; and
 - 15.21.2 a document bearing a facsimile of a signature is to be treated as signed.

Conflict of Interest

- 15.22 The Board shall, agree from time to time in writing on its policy for the regulation of conflicts of interest, which shall include a requirement that Directors only be engaged to provide goods or services to or on behalf of the Company if:
- 15.22.1 that Director is for bona fide reasons considered by Board, agreed to be a suitable person to provide, such goods or services;
 - 15.22.2 bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the Director's rates and service levels;
 - 15.22.3 the goods or services are provided on arms-length terms;
 - 15.22.4 The provision of the goods and services is disclosed clearly and expressly to the Members in the annual report of the Company; and
 - 15.22.5 The Board agrees by ordinary resolution (excluding the interested Director) to the provision of the goods or services by the Director.

16 CEO

- 16.1 The Board may appoint any person, to the position of CEO, to act as chief executive officer of the Company for the period and on the terms (including as to remuneration) the Board see fit.
- 16.2 The Board may, upon terms and conditions and with any restrictions they see fit, confer on the CEO any of the powers that the Board can exercise.
- 16.3 The Board may at any time revoke or vary an appointment of; or any of the powers conferred on, the CEO.
- 16.4 If the CEO becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as CEO until such time as the position can be permanently filled.

17 Secretary

- 17.1 The Directors may:
- 17.1.1 appoint, and terminate the appointment of, one or more Secretaries;
 - 17.1.2 determine their terms and conditions of appointment.
- 17.2 A Secretary shall be responsible to carry out all acts and deeds required by this Constitution, the Act or by law to be carried out by the secretary of the Company.

18 By-laws

- 18.1 The Board may, by resolution of the Board, make or adopt by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of the Company, which by-laws shall

be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over all such by-laws.

19 Seals and execution of documents

- 19.1 If the Company has one, the Board must provide for the safe custody of the Seal.
- 19.2 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
- 19.2.1 2 Directors;
 - 19.2.2 a Director and the Secretary; or
 - 19.2.3 a Director and some other person appointed by the Directors for the purpose.
- 19.3 The Company may execute a document without the use of a seal if the document is signed by:
- 19.3.1 2 Directors; or
 - 19.3.2 a Director and a Secretary.

20 Surplus assets on winding up or dissolution

- 20.1 Upon the winding up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organisations which:
- 20.1.1 has objects similar to the objects of the Company; and
 - 20.1.2 whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1,
- as determined by the Members at or before the time of winding up or dissolution of the Company and, in default of any determination, by the Supreme Court of the Northern Territory.

21 Indemnity

Costs and expenses

- 21.1 Every officer and past officer of the Company is indemnified by the Company against a liability for costs and expenses incurred by that person as an officer:
- 21.1.1 in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
 - 21.1.2 in connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

Liabilities to third parties

- 21.2 Every officer and past officer of the Company is indemnified against a liability incurred by that person as an officer to a person other than the Company or a related body corporate, except a liability which arises from conduct that involves a lack of good faith.

Insurance premiums

- 21.3 the Company may pay the premium on a contract insuring a person who is or has been an officer of the Company against:
- 21.3.1 a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or criminal and whatever their outcome; and
 - 21.3.2 other liability incurred by the person as an officer of the Company except a liability which arises from conduct that involves a wilful breach of duty in relation to the Company or a contravention of sections 182, 183 or 184(2) or (3) of the Act.

22 Accounts, audit and records

Accounts

- 22.1 The Board must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting and the provision of accounts to Members.

Audit

- 22.2 A registered Company auditor must be appointed.
- 22.3 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

Rights of Inspection

- 22.4 Subject to the Act, the Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by resolution of the Board.

23 Notices

Persons authorised to give notices

- 23.1 A notice given by either the Company or a Member in connection with this Constitution may be given on behalf of the Company or Member by a solicitor, or, in the case of the Company, by the Secretary or a Director.
- 23.2 The signature of a person on a notice given by the Company may be written, printed or stamped.

Method and time of giving notices

- 23.3 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this Constitution may be given by:
- 23.3.1 delivering it to the street address of the addressee and shall be taken to have been received at the time of delivery;
 - 23.3.2 sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee and shall be taken to have been received on the next business day (or 5th business day if sent outside Australia) after posting;
 - 23.3.3 sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee and shall be taken to have been received when the transmission is complete ; or
 - 23.3.4 sending it by means of any other technology which the Members in general meeting agree to be permissible for the purpose of giving notices.

Addresses for giving notices to Members and to the Company

- 23.4 For the purposes of clause 23.3:
- 23.4.1 The address, facsimile, email or other contact details of a Member are the last details formally notified by the Member to the Company with a request that they be recorded in the Register or the other records of the Company.
 - 23.4.2 The street and postal address of the Company is the registered office of the Company and the facsimile, e-mail or other contact details are as the Company may specify from time to time by written notice to the Members as the contact details for the Company.

Proof of giving notices

- 23.5 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:
- 23.5.1 a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or

23.5.2 a print out of an acknowledgement of receipt of the e-mail.

Persons entitled to notice of meeting

23.6 Notice of every general meeting must be given by a method authorised by this Constitution to every Member, Director and the auditor for the time being of the Company, if any. No other person is entitled to receive notices of general meetings.

24 Interpretation

References to law and the Constitution

24.1 A reference to:

24.1.1 any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or

24.1.2 this Constitution, where amended, means this Constitution as so amended.

Replaceable rules

24.2 Each of the provisions of the Act which would but for this clause apply to the Company as a replaceable rule within the meaning of the Act are displaced and do not apply to the Company.

Amendment of Constitution

24.3 Subject to the provisions of this Constitution, the Company may modify or repeal this Constitution or a provision of its Constitution, by special resolution provided that a resolution to amend clause 11.1.1 must be a special resolution which is also supported by at least 75% of the GP Members present and voting at any meeting of Members.

Presumptions of interpretation

24.4 Unless the context otherwise requires a word which denotes:

24.4.1 the singular denotes the plural and vice versa;

24.4.2 any gender denotes the other genders; and

24.4.3 a person denotes an individual and a body corporate.

24.5 Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

24.6 Headings and any table of contents must be ignored in the interpretation of this Constitution.

24.7 Unless the context otherwise requires a reference to a time of day means that time of day in the state or territory in which the Office is situated.

24.8 For the purposes of determining the length of a period (but not its commencement) a reference to:

24.8.1 a day means a period of time commencing at midnight and ending 24 hours later; and

24.8.2 a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.

24.9 Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.

24.10 A provision of this Constitution, except that specifying the time for deposit of proxies with the Company, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

24.11 A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Office is situated

24.12 A reference to an Act of Parliament, whether State or Federal, includes a reference to that Act of Parliament as amended from time to time, and a reference to a specific provision of

an Act of Parliament means, unless the context demands otherwise, a reference to the equivalent provision in any later amended version of that Act of Parliament, or if the original Act of Parliament has been repealed in any Act of Parliament substituted in its place.

25 Definitions

25.1 In this Constitution, except where the context requires otherwise:

Act means the Corporations Act 2001.

AGM means an annual general meeting of the Members of the Company and, where the content requires, means the specific annual general meeting in the context.

Appointed Director means a Director for the time being appointed to the Board by indigenous medical service organisation in accordance with clause 11.9.

CADPHC means Central Australian Division of Primary Health Care.

Central Australia means the area within the Northern Territory including and below the township of Elliot.

CEO means the chief executive, referred to in clause 13.1.

Chairperson means the chairperson of the Board, elected from time to time in accordance with this Constitution.

Company means the public company limited by guarantee, known as General Practice Network NT Ltd and to which this Constitution relates.

Consumer Nominee means any natural person who is a member of a consumer-focused Non-Voting Organisational Member and who has the skills, background or expertise to provide the Board with a consumer's perspective.

Board means the board of Directors of the Company and, during the Transitional Period, means the Interim Board, unless the context demands otherwise.

Director means a person elected or appointed in accordance with this Constitution to perform the duties of a director of the Company.

Elected Directors means the Directors elected by and from amongst the Members, in accordance with this Constitution (see clause 11.2).

General Practitioner and **GP** mean a person who is a registered medical practitioner predominantly and is providing primary health care services in the Northern Territory, bordering areas and the region.

GP Member means a person or organisation who is admitted to Membership of the Company in the GP Membership category of Voting Membership.

GP Organisation means an organisation which provides, through one or more General Practitioners, general practice services in the Northern Territory.

GPPCHNT means General Practice and Primary Health Care Northern Territory Incorporated.

Interim Board means the Directors named in the application for incorporation appointed to perform the duties of a director of the Company during the Transitional Period.

Interim CEO means the chief executive appointed by the Interim Board during the Transitional Period.

Member means a person that, at the relevant time, is a properly admitted Member in any of the classes of Membership contemplated in clause 3.1 of this Constitution.

Membership Eligibility Requirements in relation to a person's eligibility for admission as a Member means, as the case requires, the requirements for eligibility determined in accordance with clause 3.4 (for GP Members), clause 3.8 (for Primary Health Care Members) or clauses 3.13 (for Non-Voting Members).

Non-Voting Member means a person who is admitted as a Member of the Company as contemplated by clause 3.12 and **Non-Voting Membership** shall have a corresponding meaning.

Northern Territory means the Northern Territory of Australia and any areas bordering the Northern Territory.

organisation means a corporation, as that expression is defined in the Act, and any other form of organisation, whether or not incorporated, which the Board determines may be treated as an organisation for the purposes of being a Member of the Company.

Organisational Member means a member which is an organisation, but not a GP Organisational Member nor a Primary Health Care Organisational Member.

Primary Health Care Member means a person who is eligible for registration to practice in the Northern Territory under the *Health Practitioners Act* or *Radiographers Act* and who provides such services in the Northern Territory. .

Primary Health Care Organisation means an organisation which provides primary health care in the Northern Territory.

Register means the register of Members kept by the Company under the *Corporations Act 2001*.

Representative means, in relation to a Member, the representative of the Member appointed under clause 9.

Seal means, if the Company has one, the common seal of the Company, if any.

Secretary means a person appointed to perform the duties of a secretary of the Company.

TEDGP means Top End Division of General Practice.

Top End means the area within the Northern Territory excluding and above the township of Elliot.

Transitional Period means the date from the adoption of this Constitution until the first to happen of:

- (a) a Special General Meeting convened by the Interim Board for the Members to elect the permanent Board; and
- (b) the first AGM occurring after incorporation of the Company.

Transitional Provisions means the transitional provisions in clause 10 applicable during the Transitional Period the Company.

Voting Member means a person admitted to either of the categories of Voting Membership (namely GP Membership or Primary Health Care Membership) as contemplated by clause 3.2.1 and **Voting Membership** shall have a corresponding meaning.