
Corporations Law

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

PILBARA HEALTH NETWORK LTD

**SELECT SHELF COMPANIES
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WESTERN AUSTRALIA
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Select Shelf Companies

Company Compliance & Advisory Services Australia Attn:
Craig Stevens
PO Box 1770
Osborne Park WA 6916

Remove this top section if ordered below training



Certificate of Registration on Change of Name



This is to certify that

PILBARA DIVISION OF GENERAL PRACTICE LTD

Australian Company Number 084 083 036

did on the seventh day of May 2009 change its name to

PILBARA HEALTH NETWORK LTD

Australian Company Number 084 083 036

The company is a public company.

The company is limited by guarantee.

The company is registered under the Corporations Act 2001 and is taken to be registered in Western Australia and the date of commencement of registration is the fifth day of October, 1998.

Issued by the
Australian Securities and Investments Commission
on this seventh day of May, 2009.

A handwritten signature in black ink, appearing to read 'AM D'Aloisio'.

Anthony Michael D'Aloisio
Chairman

CERTIFICATE

Corporations law
A Company Limited by Guarantee
CONSTITUTION
OF
PILBARA HEALTH NETWORK LTD

We, the undersigned being all the prospective members of PILBARA HEALTH NETWORK LTD hereby agree to the terms of the Constitution attached hereto.

<i>Hardcopy signed by Crystal Cree</i>	<i>Hardcopy signed by Peter Smith</i>
Crystal Marguerite Cree	Peter Asplin Jarvis Smith
Dated:	Dated:
<i>Hardcopy signed by Anup Datta</i>	<i>Hardcopy signed by Germaine Wilkinson</i>
Anup Datta	Germaine Wilkinson
Dated:	Dated:
<i>Hardcopy signed by</i>	<i>Hardcopy signed by Jay-Mien Phang</i>
	Jay-Mien Phang
Dated:	Dated:
<i>Hardcopy signed by</i>	<i>Hardcopy signed by Andrew Waters</i>
	Andrew Waters
Dated:	Dated:

(spelling and date formats faithfully copied from the original hardcopy page: CJP)

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CONSTITUTION
OF
PILBARA HEALTH NETWORK LTD

INTERPRETATION

1. The name of the company is PILBARA HEALTH NETWORK LTD
2. In this constitution: -

“Associate member” means a person who is granted membership of the company as an associate member and is registered in the register as an associate member.

“Board” means the board of directors of this company.

“Chairperson” means the chairperson of directors elected pursuant to clause 42.

“Company” means the company above named;

“Constitution” means this constitution and all supplementary substituted or amending constitution for the time being in force.

“Delegate” means the representative of a primary member appointed in accordance with clause 33.

“General medical practitioner” means a “medical practitioner” as defined in section 3 of health insurance act 1973 (cth) including any amendment or re-enactment of the same or any legislation passed in substitution and whose practice involves the provision of primary, continuing and comprehensive whole-patient care to individuals, families and their community.

“Law” means the corporation’s law including any amendment or re-enactment thereof for the time being in force.

“Member” means a person who is granted membership of the company as a primary member, primary health care member or associate member of the company.

“Person” includes unincorporated associations, incorporated associations and corporations.

“Primary health care member” means a person who is granted membership of the company as a Primary health care member and is registered in the register as a primary health care member.

“Primary member” means a person who is granted membership of the company as a primary member and is registered in the register as a primary member.

“Register,” means the register of primary members, primary health care members and associate members kept pursuant to the law.

“Secretary” means any person appointed to perform the duties of a secretary of a company and includes an honorary secretary.

“Special resolution of the board” means a resolution passed at a meeting of the board of which not less than 21 days notice of the proposed resolution has been given being a resolution passed by a majority of 75% of the directors present and voting.

“State” means the State of Western Australia.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references of printing, lithography, photography and other modes of representing or reproducing words in the visible form.

Words of expressions contained in this constitution shall be interpreted in accordance with division 10 of part 1.2 of the corporations law as in force at the date at which this constitution become binding on the company.

REPLACEABLE RULES

3. The replaceable rules contained in the law do not apply to the company.

OBJECTS

4. The objects of which the company has been established are to improve patient care and health status in Australia by:
 - i. Facilitating improved liaison between general practitioners and other areas of the health care system.
 - ii. Ensuring the effective integration of general practice with other elements of the health care system.
 - iii. Enabling general practitioners to contribute health planning at the local level.
 - iv. Providing better access to available and appropriate general practitioner services for patients and reducing inappropriate duplication of services.
 - v. Meeting the special (and localized) health needs of groups (such as Aboriginal and Torres Strait islanders and those with non-English speaking backgrounds) or people with chronic conditions, particularly where these needs are not adequately addressed by the current health system.
 - vi. Facilitating the advancement of general practice.

- vii. Enhancing educational and professional development opportunities for general practitioners and undergraduates.
 - viii. Facilitating increased general practitioner focus on illness prevention and health promotion activities; and
 - ix. Improving the efficiency and effectiveness of health services at the local level.
5. For the sole purpose of carrying out the aforesaid objects the company has power and capacity to do all such acts, deeds and things as a company has a capacity and power to do a pursuant to the law including but without limiting the generality of the forgoing.
- a) To accept or refuse any gift, endowment or bequest made to or acquired by the company generally for the objects herein set forth of for the purpose of any specific object and to undertake execute and carry out any charitable or other trust which may be considered expedient or desirable in the interests of the company.
 - b) To take such lawful steps by personal or written appeal public meetings or otherwise as many as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the company in the form of donations, annual subscriptions or otherwise.
 - c) To publish or to contribute to the publication of any periodical, journal or magazine and to print and circulate books, papers, pamphlets and information to provide and circulate any annual or other report of the company and its proceedings at work.
 - d) To subscribe to, become a member of and co-operate with any other association or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the company provided that the company shall not subscribe to or support with its funds any association or organisation that does not prohibit the distribution of its income and property and members to an extent at least as great as that imposed on the company under or by virtue of clause 6 of this constitution;
 - e) In furtherance of the objects of the company to buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the company or persons frequenting the company's premises.
 - f) To purchase, take on lease or in exchange, hire and otherwise, acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - g) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them; and to obtain from any such

- h) Government or authority and rights, privileges and concessions which the Company thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- i) To appoint, employ, remove or suspend such managers, clerks, secretaries, workmen and other persons as may be necessary or convenient for the purposes of the Company;
- j) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- k) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Company's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- l) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds and any other investments as might be made by a prudent investor.
- m) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off any such securities;
- n) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- o) In furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- p) To take or hold mortgages, liens, and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others;
- q) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (f) of this Clause 5 of this Constitution;

- r) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise;
- s) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;
- t) In furtherance of the objects of the Company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Clause 6 of this constitution;
- u) In furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, or associations with which the Company is authorized to amalgamate;
- v) In furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the Companies, institutions, societies or associations with which the Company is authorized to amalgamate;
- w) To make donations for patriotic or charitable purposes; and
- x) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

Without limiting the generality of the foregoing the Company has the powers set out in Section 124 of the Law.

INCOME AND PROPERTY

6. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Company.

MEMBERS CONTRIBUTION

7. Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he/she is a member, or within one (1) year after he/she ceases to be member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a member,

and of the costs, charges, and expenses of winding up of the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars (\$10.00).

WINDING UP

8. If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distribution among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company being an institution to which approval has been granted pursuant to Section 30-15 of the Income Tax Assessment Act 1997 as amended and which shall prohibit 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 under or by virtue of Clause 6 if this Constitution such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.
9. The Deputy Commissioner of Taxation will be advised of any changes or alterations to the Constitution and will be advised when the Company is dissolved.
10. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this Constitution shall be open to the inspection of members. Once at least in every year the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Law.

MEMBERSHIP

11. The number of members of the Company is unlimited.
12. The persons who consent to be the initial members in the application for registration of this Company and such other persons as the Board shall admit to membership in accordance with this Constitution shall, subject to this Clause, be members of the Company.

MEMBERSHIP CATEGORIES

13. Category
 - a. Member type
 - i. Primary Member – any person being a general medical practitioner may apply in writing to the Company for admission as a Primary Member of the Company; or

- ii. Primary Health Care Member - any person being a primary health care worker holding the position or qualifications recognised by the Company may apply in writing to the Company for admission as a Primary Health Care Member of the Company; or
 - iii. Associate Member – any person wishing to support the aims and objects of the Company (whether being a general medical practitioner or primary health care worker) may apply in writing to the Company for admission as an Associate Member of the Company.
- b. The Board by Special Resolution of the Board may admit to membership such persons as apply for membership of the Company.
- c. A Primary Member shall have all the rights conferred on a member by this Constitution including the right to attend and to vote at Annual General Meetings and general meetings of the Company.
- d. A Primary Health Care Member shall have all the rights conferred on a member by this Constitution including the right to attend but not to vote at Annual General Meetings and general meetings of the Company.
- e. An Associate Member shall have all the rights conferred on a member by this Constitution including the right to attend but not to vote at Annual General Meetings and general meetings of the Company.

14. Register

- a. A Register of Primary Members, Primary Health Care Members and Associate Members of the Company shall be kept in the office of the Company setting forth the names in full and addresses of all members of the Company. The Register shall also show:-
 - i. The date of admission to and cessation of membership; and
 - ii. Such other information as the board may from time to time determine.
- b. Each member shall notify the Secretary in writing of any change in that member's address within a period of one (1) month next following such change and all notices given in accordance with Clause 71 to the address last notified shall be considered fully received.

15. Subscriptions

- a. A member shall pay such annual subscriptions the Board may determine.
- b. The Board is empowered to set subscriptions and the payment of same in such manner as it may think fit.
- c. The Board is empowered to different rates of subscriptions for different categories of membership of the Company.

CESSATION OF MEMBERSHIP

16. Every member of the Company shall have the right at any time to resign from membership of the Company by giving written notice to the Secretary.

17. A member shall cease to be a member:-

- a. on the passing of a resolution in accordance with Clause 18;
- b. upon the member resigning; or
- c. on a liquidation or winding up of the member except for the purposes of reconstruction or amalgamation.

18. If any member shall:-

- a. willfully refuse or neglect to comply with the provisions of this Constitution;
or
- b. be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company

the Board shall have power by a Special Resolution of the Board to expel the member from the Company and erase his/her name from the Register, provided that at least one month before the meeting of the Board at which a resolution for expulsion is passed the member shall have had notice of such meeting and of what is alleged against him/her and of the intended resolution for his/her expulsion and that the member at such meeting, and before the passing of such resolution, have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit.

GENERAL MEETINGS

19. Subject to the Law an Annual General Meeting of the Company shall be held at such time and place as may be determined by the Board provided that an Annual General Meeting shall be held in each calendar year, not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

20. All meetings of members other than the Annual General Meetings shall be called general meetings.

21. Convening

- a. Any member of the Board, or the Chairperson, or the Secretary may whenever he/she thinks fit convene a general meeting and general meetings shall be convened on such requisition or in default may be convened on such requisitions as provided by the Law.
- b. A general meeting shall also be convened on requisition as is provided for by the Law or in default maybe convened by such requisitionists as empowered to do so by the Law.

22. Notice

- a. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the house of meeting and in case of special business the general nature of that business shall be given by the Secretary to all members of the company by written notice forwarded to their current address in the Register. If a special resolution is to be proposed at the meeting the notice must be set out an intention to propose the special resolution and state the resolution.
- b. With the notice of an Annual General Meeting there shall be forwarded a copy of the Audited Financial Statement in accordance with the Law to be pursuant at the Annual General Meeting.
- c. The accidental omission to give notice of a meeting to any member shall not invalidate the proceedings at any general meeting.

23. Business

- a. All business shall be transacted at a general Meeting and also all this is transacted at any Annual General Meeting.
- b. The business of an Annual General Meeting shall be as follows:
 - i. to adopt and confirm the minutes of the previous Annual General Meeting
 - ii. to receive the Directors' Report to members;
 - iii. to receive and consider the audited Financial Statement in accordance with the Law;
 - iv. to elect, as necessary an Auditor or Auditors and to receive the Auditor's Report; and
 - v. to deal with any other business which shall be deemed to be special business.

PROCEEDINGS AT GENERAL MEETINGS

24. Quorum

- a. No business shall be transacted at an Annual General Meeting or any general meeting unless a quorum of Primary Members is present in person or by Delegate at the time when the meeting proceeds to business.
 - b. Save as otherwise provided twenty per cent (20%) of the Primary Members of the Company present in person or by Delegate shall be a quorum for the purposes of this Clause 24.
25. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

26. The Chairperson shall preside at every General Meeting of the Company, or if there is no Chairperson, or if he/she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairperson shall be the Chairperson or if the Vice-Chairperson is not present or is unwilling to act then the members present shall elect one of their number to be the Chairperson of the meeting.
27. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.
28. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:-
 - a. By the Chairperson; or
 - b. By at least three (3) Primary Members present in person or by Delegate.

A poll may be demanded:

- a. Before a vote is taken;
- b. Before the voting results on a show of hands is declared; or
- c. Immediately after the voting results on a show of hands are declared.

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

Before a vote is taken the Chairperson must inform the meeting whether any Delegate votes have been received and how the Delegate votes are cast.

29. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
30. In the case of an equality of votes, whether on a show of hand or on a poll, the Chairperson of the meeting at which the show of hand takes place or at which the poll is demanded shall be entitled to a second or casting vote.
31. A Primary Member entitled to vote at general meeting for the Company whether on a show of hands or a poll shall have one (1) vote only.

32. Objection

- a. An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- b. Any such objection shall be referred to the Chairperson of the meeting, whose decision is final.
- c. A vote not disallowed pursuant to such an objection is valid for all purposes.

DELEGATES

33. Right to Appoint Delegates

- a. A Primary Member may appoint one (1) person to be its Delegate to attend and vote on its behalf at general meetings
- b. A Primary Health Care Member may appoint one (1) person to be its Delegate to attend at general meetings.
- c. An Associate Member may appoint one (1) person to be its Delegate to attend at general meetings.
- d. A Primary Member, Primary Health Care Member or Associate Member may at any time:
 - i. appoint any person to be a substitute Delegate for any particular or other general meeting; and
 - ii. revoke the appointment of any Delegate or substitute Delegate and appoint some other person in his or her place.

INSTRUMENT TO BE IN WRITING

34. An instrument appointing or revoking the appointment of a Delegate shall be in writing signed by the Primary Member, Primary Health Care Member or Associate Member.

FORM

35. Form

- a. Every instrument appointing a Delegate shall be substantially in the following form or as otherwise determined by the Directors from time to time.

“Appointment of Delegate”
 [Name of Member] hereby appoints [name of Delegate] as its Delegate* to attend the Meeting of the Company on [insert date]/* Until further notice. (*Delete one)

.....
 Signed by [the member]
 On [date].”

- b. The Chairperson may in his/her discretion admit an instrument of appointment of a Delegate notwithstanding that it fails to comply strictly with the form set out in Clause 35 (a).

- c. A Delegate may be appointed on for a single meeting in which case the instrument shall specify the day upon which the meeting at which it is intended to be used is to be held and shall only entitle the Delegate to attend (and vote at the meeting in the case of the Delegate of a Primary Member) so specified and any postponement or adjournment thereof.
 - d. The instrument appointing the Delegate shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of appointment shall not be treated as valid.
36. A vote given in accordance with the terms of an instrument of appointment or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

BOARD

37. The Board shall consist of not less than four (4) members and no more than twelve (12) members. The Board can be comprised of both primary members (ie General Practitioners) and appointed directors.
- a. Elected Directors – the Company shall elect not less than three (3) or more than ten (10) persons to be elected Directors of the Board such persons being Primary Members.
 - b. Appointed Directors – following its election the Board may appoint up to two (2) additional independent directors who are not Primary Members and who will hold office until removal by the Board or until the next Annual General Meeting.
38. The first Directors of the Company shall be those persons nominated with their consent in the application for registration of the Company as the first Directors and also every Director appointed under this Constitution shall hold office until they shall be removed by a resolution of the Company passed in general meeting or until their office shall ipso facto become vacant pursuant to this Constitution or pursuant to the Law.
39. The Company may from time to time by ordinary resolution and passed at a general meeting increase or reduce the number of Directors of the Board.
40. The Board shall have power at any time, and from time to time, to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing Director of the Board but so that the total number of Directors of the

board shall not at any time exceed the number fixed in accordance with this Constitution. Any Director of the Board so appointed shall hold office only until the next following Annual General Meeting.

41. The Company may by ordinary resolution of which special notice pursuant to Section 249 H of the Law has been given remove any Director of the Board before the expiration of his/her period of office, and may by an ordinary resolution appoint another person in his/her stead; the person so appointed shall hold office only until the next following Annual General Meeting.

42. Directors shall elect

- a. The Directors shall elect one of their number to be Chairperson who shall hold office until the next Annual General Meeting of the Company following his/her appointment. A Chairperson shall be eligible for re-election provided that a Chairperson shall not serve more than four (4) consecutive terms as Chairperson.
- b. The Directors shall elect one of their number to be a Deputy Chairperson who shall hold office until the next Annual General Meeting of the Company following his/her appointment. A Deputy Chairperson shall be eligible for re-election.

43. Directors shall be natural persons all of whom shall ordinarily reside in Australia.

44. Alternate

- a. Each Director may with the consent of the Board appoint an alternate to attend and vote on his/her behalf at all meetings of the Board at which the Director is not present.
- b. Any Director proposing to appoint an alternate shall seek approval to do so at the first meeting of the Board after his/her appointment as a Director and may not otherwise do so without the prior approval of the Board.

45. Remuneration

- a. The Directors shall be paid such remuneration as is from time to time determined by the Directors to be divided between them in such proportion as the Directors shall so determine.
- b. That remuneration shall be deemed to accrue from day to day.
- c. The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

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

- a. Ceases to be a member of the Board by virtue of the Law;
- b. Becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- c. Becomes prohibited from being a Director of a Company by reason of any order made under the Law;

- d. 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;
- e. Resigns his/her office by notice in writing to the Company;
- f. Is a Primary Member and ceases to be a general medical practitioner.
- g. Is directly or indirectly interested in any contract or proposed contract with the Company which interest has not been disclosed in accordance with the Law.

Provided that nothing in this Clause shall affect the operation of Clause 6 of the Constitution of the Company.

47. A Director may be removed from office by resolution of the Board if the Director is absent without permission of the Board from three (3) consecutive meetings of the Board.

POWERS AND DUTIES OF THE BOARD

48. The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by the provisions of this Constitution, required to be exercised by the Company in general meeting, subject nevertheless, to the provisions of the Constitution and of the Law, and to such regulations, being not inconsistent with the provisions of this Constitution as may be prescribed by the Company in general meeting; provided that any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in general meeting and provided further that no resolution of or regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

49. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debenture and other securities whether outright or as security for any debt liability, or obligation of the Company.

50. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed drawn accepted endorsed or otherwise executed, as the case may be, by any two (2) Directors or in such other manner as the Board from time to time determines.

51. Power of Attorney

- a. The Directors may by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes with such powers and authorities and discretions vested in or exercisable by the Board, for such period and subject to such conditions as the Directors think fit.
- b. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorize the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

52. The Board shall cause minutes to be made of;

- a. All appointments of officers and staff;
- b. The names of the Directors of the Board present at all meetings of the Company and the Board; and
- c. All proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting, or if the minutes are unavailable at the next meeting then at the earliest opportunity afforded by a subsequent meeting.

PROCEEDINGS OF THE BOARD

53. Proceedings

- a. The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit provided that at least two meetings of Directors are held per year.
- b. A Director may at any time by ten (10) days notice to each other Director, such notice to give details of the matters proposed to be raised and the time and place of the meeting, convene a meeting of Directors.
- c. The Secretary shall on the requisition of a Director by ten (10) days notice to each Director, such notice to give details of the matters proposed to be raised and the time and place of the meeting, convene a meeting of Directors.
- d. Any notice of a meeting of Directors may be given in writing or by facsimile, telex, telegram or cable or by telephone or any other means of communication.

54. Voting

- a. Subject to the Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Directors present shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- b. A Director shall not vote in respect of any contract or proposed contract with the Company in which he/she is interested, or any matter arising thereout, and if he/she does so vote his/her vote shall be counted.

55. The quorum necessary for the transaction of the business of the Board shall be fifty per cent (50%) of the Directors including at least two primary members.

56. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Directors of the Board may act for the purpose of increasing the number of Directors to that number or summoning a general meeting of the Company but for no other purpose.

57. The Chairperson shall preside at every meeting of the Board, or if there is no Chairperson or if at any meeting he/she is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unable or unwilling to act, the Directors may choose one of their number to be Chairperson of the meeting.
58. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
59. Statements
- a. If all Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or if the Directors signed the document on different days on the day on which and at the time at which the document was last signed by a Director.
 - b. For the purposes of Clause 59, two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

TELECONFERENCE MEETING OF DIRECTORS

60. Teleconference

- a. For the purpose of this Constitution the contemporaneous linking together by telephone, radio or other form of instantaneous audio and visual communication of a number of Directors constituting not less than the quorum required for the purpose of this Constitution whether or not one or more of the Directors is outside the Commonwealth of Australia shall be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to the meetings of the Directors shall apply to such meeting so long as the conditions set out in Clause 60 are met.
- b. The conditions referred to in Clause 60 are that:
 - i. all the Directors for the time being entitled to receive notice of a meeting of the Directors (including any Alternate Director for any Director for the time being unable to act as Director) shall be entitled to notice of the meeting to be conducted by telephone, radio or other form of instantaneous audio or visual communication.
 - ii. notice of any such meeting shall be given in accordance with Clause 53.

- iii. Each of the Directors taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or visual communication and must throughout the meeting be able to hear each of the other Directors taking part.
 - iv. At the commencement of the meeting each Director must acknowledge his/her presence to all the other Directors so taking part;
 - v. If the Secretary is not present at the meeting one of the Directors so present shall take minutes of the meeting.
- c. A Director may not leave a meeting conducted pursuant to the Clause by disconnecting his/her telephone, radio or other form of communication unless he/she has previously obtained the express consent of the Chairperson of the meeting or as otherwise required by Section 232A of the Law.
 - d. 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 and visual communication unless he/she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting.
 - e. 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 Chairperson of the meeting or by the Secretary if present at the meeting.

SUB COMMITTEES

61. The Board may appoint from among its members sub-committees for any purpose whatever which from time to time it may think desirable and may delegate to any such sub-committee such powers as it may think fit not being duties imposed on the Board as the Directors of the Company by the Law of the general law.
62. Sub-committee notes
- a. Each sub-committee member appointed in accordance with the preceding Clause shall have at least one (1) Director as a member of that sub-committee.
 - b. Unless otherwise specified in the minute of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
 - c. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
63. The Board and any sub-committee members may also co-opt advisers who are not members of the Company but such advisers shall have no vote.
64. A sub-committee may elect a chairperson of its meetings; if no such chairperson is elected or if at any meeting the chairperson is not present within ten (10)

minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.

65. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee entitled to vote at general meetings of the Company who are present, and in the case of an equality of votes, the chairperson in addition to his or her deliberative vote shall have a casting vote.

SECRETARY

66. The Secretary shall in accordance with the Law be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Company as Honorary Secretary and any members so appointed shall forthwith become an officer of the Company and, if not already a member of the board, ex officio a member of the Board and he/she shall be subject to the provisions of Clause 6 of this Constitution.

ACCOUNTS

67. The Board shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five (5) months before the date of the meeting.
68. The Board shall from time to time determine in accordance with Clause ten (10) of the Constitution at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by Clause 10 of the Constitution or authorized by the Board or by the Company in general meeting.

AUDIT

69. A properly qualified Auditor or Auditors shall be appointed and his/her or their remuneration fixed and duties regulated in accordance with PART 3.7 of the Law and Clause 9 of the Constitution.

NOTICES

70. A NOTICE MAY BE GIVEN BY THE Company to any member either notice:

- a. Personally; or
- b. By sending it by post to him/her at his/her registered address, or (if he/she has not registered address within the State) to the address, if any, within the State supplied by him/her to the Company for the giving of notices to him/her: where a notice is sent by post, service of

- the notice shall be deemed to be effected in the case of a notice of a meeting 3 days after it is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post; or
- c. By sending it to the fax number or electronic address (if any) nominated by the member; A notice sent by fax or other electronic means is to be given on the business day after it is sent.

71. Notice of every general meeting shall be given in any manner hereinbefore authorized to:
- a. Every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them; and
 - b. The Auditor or Auditors for the time being of the Company; and
 - c. Each Director.

No other person shall be entitled to receive notice of general meetings.

COMMON SEAL

72. The Board may provide for the safe custody of the Seal. The Seal shall only be used by the authority of the Board, or of a committee of the Board authorized by the Directors of the Board to authorize the use of the Seal. Every document to which the Seal is affixed shall be signed by a Director and countersigned by another Director, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.
73. The Company may execute a document without using the Seal if the document is signed by:
- a. Two Directors; or
 - b. A Director and the Secretary

INDEMNITY

74. Every member of the Board, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out the execution of the duties of his/her office which is incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under the Law in which relief is granted to him/her by the Court in respect of any negligence default or breach of trust.

NOTWITHSTANDING anything contained in these presents the Company may adopt any by-laws standing orders or constitutional rules as may be passed from time to time at any general meeting of the Company.

AMENDMENTS

75. Gift fund clause #75: If the Gift Fund is wound up or if the endorsement, (if any) of the organization as deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.