



General Practice – Quality & Vitality

Rules For Incorporation Of Association

Of

Adelaide Western General Practice Network Inc

As Amended
November 2007

Rules Of Incorporation Of Association Of

Adelaide Western General Practice Network Inc

1. The name of the incorporated association is **Adelaide Western General Practice Network Incorporated** referred to herein as "the Association".
2. In these rules unless the contrary intention appears -
"Committee" means the Committee of Management of the Association.
"meeting" means a general meeting of members of the Association convened in accordance with these rules;
"member" means a member of the Association;
the "Act" means the Associations Incorporation Act, 1985;
the "Regulations" means the Associations Regulations, 1985.
3. **OBJECTS AND PURPOSES**
 - (1) To maintain and improve the standard of health care of the people in the Western Metropolitan Adelaide Region through enhanced general practice care.
 - (2) To implement quality assurance and continuing education for general practitioners.
 - (3) To upgrade general practitioner knowledge of, and direct involvement in, hospital and community health services and so create a better understanding by those services of the role of general practice.
 - (4) To facilitate upgrading of general practitioner skills and the effectiveness of the service they can provide to the people of the region.
 - (5) To promote an active role for general practitioners in undergraduate and postgraduate education at The Queen Elizabeth Hospital.
 - (6) To involve general practitioners in area based health promotion and preventive health activities and to promote the prevention or control of diseases in people in the Western Region of Adelaide and advance the health status of the people of the Region.
 - (7) To facilitate involvement of general practitioners in health services at a local level.
 - (8) To promote research in general practice.
4. **POWERS**

The Association shall have all the powers conferred by section 25 of the Act save and except such modifications and exclusions as are specified in this rule.
5. **MEMBERSHIP**
 - (1) There shall be two classes of members, namely, ordinary members and associate members.

- (2) Ordinary members must be general practitioners who practice in the area of the Division as defined by the Committee.
- (3) Any general practitioner as defined in Rule 5(2) may apply in writing on the prescribed form for ordinary membership until the date of the first annual general meeting of the Association.
- (4) Any general practitioner as defined in 5(2) may apply for ordinary membership after the date of the first annual general meeting. Such application for membership shall be made in writing signed by the applicant and shall be in such form as the Committee shall prescribe from time to time. Upon acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall be an ordinary member of the Association.
- (5) Any person who supports the objects of the Association may apply for associate membership. Such a person shall be proposed by one ordinary member and seconded by another ordinary member. The application for associate membership shall be made in writing signed by the applicant and the proposer and seconder, and shall be in such form as the Committee shall prescribe from time to time. Upon acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall be an associate member of the Association. Associate members do not have voting rights.

6. **SUBSCRIPTIONS**

- (1) The subscription fees for each class of membership shall be such sum as the members shall determine from time to time in general meeting.
- (2) The subscription fees of each class of membership shall be payable annually on 1 July or at such other time as the Committee shall determine from time to time.
- (3) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

7. **RESIGNATION**

A member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

8. **EXPULSION OF A MEMBER**

- (1) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- (2) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- (3) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub-

rule (4) cease to be a member 14 days after the Committee has communicated its determination to him.

- (4) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the member.
- (5) In the event of an appeal under sub-rule (4) the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9. THE COMMITTEE

- (1) The affairs of the Association shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- (2) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- (3) The Committee shall comprise of eight (8) members, six (6) of whom will be ordinary members of the Association and be elected at an annual general meeting. The other two members (not being ordinary members) will have full voting rights and shall be appointed by the Committee of Management. No more than one person from the same entity or practice may be a member of the Committee at any one time. The Committee shall elect a Chairperson, Vice-Chairperson and Secretary/Treasurer from its number.
- (4) The first Committee of the Association shall be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first annual general meeting after incorporation at which time four of the members of the Committee shall retire from the Committee but be eligible for reappointment. At each subsequent annual general meeting three of the longest serving members of the Committee shall retire and shall be eligible for reappointment.
- (5) The Committee may appoint a natural person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for reappointment.
- (6) A retiring committee member shall be eligible to stand for re-election without nomination but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Association has nominated him at least twenty-eight days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.

- (7) Notice of all persons seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- (8) If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as committee members.

10. **DISQUALIFICATION OF COMMITTEE MEMBERS**

The office of committee member shall become vacant if a committee member is:

- (i) disqualified by the Act;
- (ii) expelled under these rules;
- (iii) permanently incapacitated by ill health;
- (iv) absent without apology from more than three consecutive committee meetings, or more than three committee meetings in a financial year;
- (v) no longer the duly appointed representative of a corporate member.

11. **PROCEEDINGS OF COMMITTEE**

- (1) The Committee shall meet together for the dispatch of business at least monthly.
- (2) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- (3) A quorum for a meeting of the Committee shall be five members.
- (4) A member of the Committee having a pecuniary interest in a contract with the Association must disclose the interest to the Committee as required by the Act, and shall not vote with respect to that contract.

12. **FINANCIAL YEAR**

The first and second financial year of the Association shall be the period ending 30th June, 1994 and 30th June, 1995 respectively; and thereafter each period of 12 months or lesser period determined by the Association commencing at the end of the last preceding financial year.

13. **BORROWING POWERS**

- (1) Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Association.
- (2) Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

14. **RULES**

- (1) Subject to approval by a resolution of the ordinary members of the Association, these rules may be altered (including an alteration to name) or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- (2) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

15. THE SEAL

- (1) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Director.
- (3) The seal shall be kept in the custody of the Director of the Division or such other person as the Committee may from time to time decide.

16. MEETINGS

- (1) The Committee may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.
- (2) The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within five (5) months after the end of its financial year.
- (3) Upon requisition in writing of not less than 50 of the total number of ordinary members of the Association, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (4) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (5) If a special general meeting is not convened within one month as required by subrule (3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- (6) Subject to subrule (7) at least fourteen days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and committee members (if required) and any other business requiring consideration by the Association in general meeting.
- (7) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (8) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- (9) Where a notice is sent by post service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

17. **PROCEEDINGS AT MEETINGS**

- (1) Ten (10) members present personally shall constitute a quorum at any general meeting.
- (2) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (3) The chairperson of the Committee or if there shall be no chairperson, then the vice-chairperson of the Committee or in their absence, or on their declining to take, or retiring from the chair, one of the Committee members chosen by meeting shall preside as chairperson at every general meeting of the Association.
- (4) If there is no such chairperson or vice-chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.
- (5) 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.
- (6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (7) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (8) If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- (9) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

18. **MINUTES**

- (1) Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

- (3) Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

19. **VOTING RIGHTS**

- (1) Subject to these rules each member present in person or by proxy shall be entitled to one vote.
- (2) A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

20. **PROXIES**

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy, and attend and vote at any meeting of the Association.

21. **ACCOUNTS**

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

22. **WINDING UP**

The Association may be wound up in the manner provided for in the Act.

23. **APPLICATION OF SURPLUS ASSETS**

If after the winding up of the Association there remain "surplus assets" as defined in the Act, such surplus assets shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association.

24. **NON PROFIT**

The income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association 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 or relatives of members of the Association, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any service actually rendered to the Association or reasonable and proper rental for premises let by any member to the Association.

25. **DISSOLUTION**

If upon winding-up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever such property shall be distributed to another body or bodies having similar objects to the Association and approved under the provisions of Sub-section 78(4) of the Income Tax Assessment Act 1936 as amended.

