



Corporations Act 2001

A COMPANY LIMITED BY GUARANTEE



CONSTITUTION

of



**Western Australian Centre for Remote and Rural
Medicine Limited**



INDEX TO THE CONSTITUTION OF THE COMPANY

NAME	3
INTERPRETATION	3
REPLACEABLE RULES.....	5
OBJECTS	5
POWERS.....	5
INCOME AND PROPERTY	7
ESTABLISHMENT AND OPERATION OF A GIFT FUND	8
PATRONS & FRIENDS OF WESTERN AUSTRALIAN CENTRE FOR REMOTE AND RURAL MEDICINE.....	9
MEMBERS CONTRIBUTION	9
WINDING UP.....	9
AMALGAMATION	9
CONTRIBUTIONS.....	10
MEMBERSHIP.....	10
CESSATION OF MEMBERSHIP.....	13
GENERAL MEETINGS.....	13
PROCEEDINGS AT GENERAL MEETINGS	14
BOARD AND OFFICERS	16
POWERS AND DUTIES OF THE BOARD	21
PROCEEDINGS OF THE BOARD	21
ADVISORY COMMITTEES	22
SECRETARY	22
ACCOUNTS.....	23
AMENDMENTS TO CONSTITUTION.....	23
AUDIT	23
NOTICES	24
COMMON SEAL	24
INDEMNITY	24

NAME

1. The name of the Company is **Western Australian Centre for Remote and Rural Medicine Limited**.

INTERPRETATION

2. In this Constitution:-

“**Act**“ means the Corporations Act 2001 including any amendment or re-enactment thereof for the time being in force;

“**ASIC**“ means the Australian Securities and Investments Commission;

“**Associate Member**“ means a person or entity who is granted membership pursuant to Rule 24(iii) and who is registered in the Register of Members as an Associate Member;

“**Auditor**“ or “**Auditors**“ means the auditor or auditors of the Company from time to time.

“**Board**“ means the board of directors of the Company;

“**Commissioner of Taxation**“ means a Commissioner of Taxation, Second Commissioner of Taxation and Deputy Commissioner of Taxation as provided for in sections 4 and 7 of the Taxation Administration Act 1953;

“**Constitution**“ means this Constitution and all supplementary substituted or amending Constitution for the time being in force;

“**Company**“ means Western Australian Centre for Remote and Rural Medicine Limited;

“**Deductible Gift Recipient**“ means a fund, authority or institution that is endorsed as a deductible gift recipient by the Commissioner of Taxation or is a specific listed deductible gift recipient under Division 30 of ITAA 97;

“**Disease**“ means a morbid condition of the body, or some organ or part, an illness, sickness or ailment, includes any mental or physical ailment, disorder, defect or morbid condition, whether of sudden onset or gradual development and whether of genetic or other origin, and includes the contraction, aggravation, acceleration or recurrence of a Disease;

“**Gift Fund**“ means the fund referred to in Rule 9;

“**Health Promotion Charity**“ means a charitable institution whose principal activity is to promote the prevention or the control of Diseases in human beings and as required by Item 1.1.6 of section 30-20 of ITAA 97;

“**ITAA 97**“ means the Income Tax Assessment Act 1997 as amended from time to time;

“**Medical Practitioner**“ means a medical practitioner who is registered with the Medical Board of Western Australia;

“**Member**“ means an Ordinary Member, an Associate Member, Life Member and such other person or entity who is admitted as a member of the Company pursuant to Rule 24;

“**Objects**“ means the objects in Rule 5;

“Ordinary Individual Member” means a natural person who is granted membership as an Ordinary Member pursuant to Rule 24(a)(i) and who is registered in the Register of Members as an Ordinary Individual Member;

“Ordinary Organisational Member” means an entity which is granted membership as an Ordinary Member pursuant to Rule 24(a)(ii) and who is registered in the Register of Members as an Ordinary Organisational Member;

“Ordinary Member” means an Ordinary Individual Member and an Ordinary Organisational Member;

“Public Fund”, for the purposes of ITAA 97, means a fund established under a will or instrument of trust solely for:

- (a) the purpose of providing money, property or benefits:
 - (i) to a fund, authority or institution covered by an item in any of the tables in subdivision 30-B of ITAA 97; and
 - (ii) for any purpose set out in the item of the table in subdivision 30-B that covers the fund, authority or institution; or
- (b) the establishment of such a fund, authority or institution.

“Register of Members” means the Register of Members kept pursuant to this Constitution.

“Rural and Remote Areas” means all Western Australian centres and areas, including those defined by the current “Rural, Remote and Metropolitan Areas Classification” categories four to seven (4 – 7) and any other areas otherwise defined as Rural and Remote areas by a special resolution of the Board from time to time.

“Responsible Person” means a person who has a degree of responsibility to the community as a whole and includes school principals, judges, clergymen, solicitors, doctors, accountants and other professional persons, mayors, councillors, town clerks and members of parliament. Generally, they are persons who perform a public function or they belong to a professional body (such as the Institute of Chartered Accountants, state law societies and medical registration boards) which has a professional code of ethics and rules of conduct;

“Returning Officer” is the person serving as the Returning Officer of the Company as described in Rule 64(h);

“Secretary” means any person appointed to perform the duties of a Secretary of the Company and includes an Honorary Secretary;

“sign” includes such electronic methods of signing as the Board may determine from time to time, and “signed” and “signing” have a corresponding meaning; and

“State” means the State of Western Australia.

“Year” means the time period from the AGM in one financial year to the AGM in the next financial year.

Expressions referring to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing information in the visible form, including without limitation the communication of information in the form of data, text or images by means of guided and/or unguided electromagnetic energy and “written” has a corresponding technology neutral meaning.

Words or expressions contained in this Constitution shall be interpreted in accordance with Division 10 of Part 1.2 of the Corporations Act 2001 as in force at the date at which this Constitution becomes binding on the Company.

REPLACEABLE RULES

3. The Replaceable Rules contained in the Act do not apply to the Company.

OBJECTS

4. The Company is established for the purposes set out in this Constitution.
5. The objects of the Company (the “**Objects**”) are the following:

The primary purpose of the company is to promote the prevention and control of disease in human beings in Rural and Remote Western Australia and;

- (a) to improve the viability, sustainability, community access to and equitable distribution of medical and other health services in communities in Rural and Remote Areas, leading to improved health outcomes for Western Australians living in Rural and Remote Areas;
- (b) to actively seek, in partnership with other health providers, to improve health outcomes for indigenous people and communities and other disadvantaged people living in Rural and Remote Areas;
- (c) to contribute to policy development and planning related to health initiatives for Rural and Remote Areas, and to maintain links with relevant stakeholders;
- (d) to provide education, training and relevant research where there are identified gaps relating to health provision or in meeting the needs of Medical Practitioners in Rural and Remote Areas;
- (e) to promote the Objects and Activities of the Company to the community, governments and other influential bodies; and
- (f) to do all such other things as may be incidental to the attainment of these Objects.

POWERS

6. For the sole purpose of carrying out the Objects the Company has the power and capacity to do all such acts, deeds and things as a Company has capacity and power to do pursuant to the Act including:
 - (a) to accept or refuse any gift, endowment or bequest made to or acquired by the Company generally for the Objects or for the purpose of any specified 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 provide funds or other material benefits by way of grant or otherwise;
 - (c) to accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Directors from a class of trusts, objects or purposes specified by any person;
 - (d) to accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;

- (e) to take such lawful steps by personal or written appeal, public meetings or otherwise 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;
- (f) 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 and work;
- (g) to subscribe to, become a member of and co-operate with any other association or organisation, 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 which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Rule 7 of this Constitution;
- (h) in furtherance of the Objects 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;
- (i) 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 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;
- (j) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Objects or any of them; and to obtain from any such Government or authority any 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;
- (k) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the Objects;
- (l) 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;
- (m) 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;
- (n) 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;

- (o) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (p) in furtherance of the Objects 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;
- (q) 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;
- (r) to take any gift of property whether subject to any special trust or not, for any one or more of the Objects but subject always to the proviso in paragraph (i) of this Rule 6 of this Constitution;
- (s) 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, sponsorships or otherwise;
- (t) to print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of the Objects;
- (u) to co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums;
- (v) subject to Rule 22 of this Constitution, in furtherance of the Objects 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 Rule 7 of this Constitution;
- (w) to establish any fund, authority, institution, company, society, association or trust in furtherance of the Objects;
- (x) in furtherance of the Objects 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 authorised to amalgamate; and
- (y) 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 Act.

INCOME AND PROPERTY

7. The income and property of the Company shall be applied solely towards the promotion of the Objects 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 and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any person who holds any office of the Company PROVIDED THAT nothing herein shall prevent:

- (a) the payment of out of pocket expenses incurred by the Company's directors and any honorary patrons;
 - (b) the payment of interest at a rate not exceeding interest at a rate which does not exceed 2% of the rate being charged by the Commonwealth Bank on ordinary overdraft accounts for sums exceeding \$100,000 for overdrawn accounts on money lent or reasonable and proper rent for premises demised or lent by any Member or officer of the Company to the Company;
 - (c) the indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this Constitution;
 - (d) the payment in good faith of remuneration to any Member or director of the Company in return for any services rendered or goods supplied to the Company; or
 - (e) payment for reasonable and commercial rent for premises leased by any Member or officer or employee of the Company.
8. Any allocation of income, donations or property to other persons or organisations will be made in accordance with the established purposes of the Company and not be influenced by the preference of the donor.

ESTABLISHMENT AND OPERATION OF A GIFT FUND

9. If the Company is endorsed as a Deductible Gift Recipient by the Commissioner of Taxation, then the Company must establish and maintain a public fund to be called the Western Australian Centre for Remote and Rural Medicine Gift Fund ("the Gift Fund") for the specific purpose of supporting the Objects.
10. The Company must maintain for the Objects the Gift Fund:
- (a) to which gifts of money or property for that purpose are to be made;
 - (b) to which any money received by the Company because of those gifts is to be credited; and
 - (c) that does not receive any other money or property.
11. The Company must invite members of the public to make gifts of money or property to the Gift Fund for the Objects of the Company.
12. The Company must use the following only for the Objects:
- (a) gifts made to the Gift Fund;
 - (b) any money received because of those gifts.
13. The property and income of the Gift Fund shall be applied solely towards the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of the Objects.
14. The Company must maintain a separate bank account for the Gift Fund. Board Members must be the only signatories to the Gift Fund's bank account.
15. Any money received by the Company because of gifts of money or property referred to in Rule 9 (including but not limited to money from interest on gifts, income derived from gifts, and money from the realisation of gifts) must be credited to the Gift Fund's bank account referred to in Rule 14.

16. The Gift Fund's management committee shall be the Board.
17. The release of monies from the Gift Fund and the management of, and sale of, Gift Fund assets must be authorised by the Board.
18. At the first occurrence of:
 - (a) the winding up of the Gift Fund; or
 - (b) the Company ceasing to be endorsed as a Deductible Gift Recipient,

any surplus assets of the Gift Fund must be transferred to another fund with similar objectives that is a Deductible Gift Recipient, as the Board decides.

PATRONS & FRIENDS OF WESTERN AUSTRALIAN CENTRE FOR REMOTE AND RURAL MEDICINE LIMITED

19. Without limiting the generality of the powers set out under Rule 6, the Company has the capacity and power to:
 - (a) appoint honorary patrons to the Company, who shall not be Directors nor have any executive powers nor be entitled to any remuneration except for reasonable out-of-pocket expenses in relation to services rendered in promoting the Company; and
 - (b) appoint persons as a "Friend of Western Australian Centre for Remote and Rural Medicine" in consideration of the payment of a fee or making of a donation, irrespective of whether or not those persons are Members or directors of the Company.

MEMBERS CONTRIBUTION

20. Every Member undertakes to contribute to the property of the Company in the event of it being wound up while the Member is a Member, or within one (1) year after the Member ceases to be a Member, for payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

WINDING UP

21. 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 distributed among the members of the Company but shall be given or transferred to some other institution which:
 - (a) has objects similar to the Objects;
 - (b) is approved by the Commissioner of Taxation as a Health Promotion Charity and endorsed by the Australian Taxation Office as a Deductible Gift Recipient; and
 - (c) is an institution whose objects prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of Rule 7 of this Constitution.

AMALGAMATION

22. Where it furthers the Objects to amalgamate with any one or more other organisations having similar objects, the other organisation must:

- (a) have objects similar to the Objects;
- (b) be approved by the Commissioner of Taxation as a Deductible Gift Recipient.
- (c) be an institution whose objects prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of Rule 7 of this Constitution.

CONTRIBUTIONS

23. Upon receipt by the Company of a contribution of money or property, the Board must determine, within a reasonable time, whether the contribution is a:

- (a) subscription for membership;
- (b) gift;
- (c) grant; or
- (d) sponsorship.

If the Board determines that the contribution is a gift, then it must form part of the Gift Fund and must be dealt with in accordance with Rule 9.

If the Board determines that the contribution is a subscription, a grant or sponsorship, then the money or property must be deposited in a general account and may be used by the Company in pursuit of the Objects.

MEMBERSHIP AND TYPES OF MEMBERSHIP

24. There shall be no limit on the number of persons who may be registered as Members.

- (a) Membership of the Company shall be divided into the following categories:
 - (i) **Ordinary Individual Member** who shall be a natural person who shall meet each of the following criteria:
 - A. Be a registered medical practitioner having substantial medical experience in Rural and Remote Areas (as determined by the Board) or with a current demonstrable interest in medicine in Rural and Remote Areas (as determined by the Board);
 - B. Apply to the Board for acceptance as an Ordinary Individual Member pursuant to Rule 24(b);
 - C. Be 18 years of age or older;
 - D. Be approved by the Board; and
 - E. pay the subscription fee for membership as determined by the Company from time to time; and
 - (ii) **Ordinary Organisational Member** which shall be an entity other than a natural person, currently operating in Western Australia, which shall:
 - A. Meet one or more of the following criteria:

- representative of Medical Practitioners, nursing or allied health professionals in Rural and Remote Areas;
 - an employer of Medical Practitioners, nursing or allied health professionals who are working in one or more Rural and Remote Areas;
 - an educator of existing or potential:
 - Medical Practitioners; or
 - nursing or allied health professionals
 who are working or may in the future work in one or more Rural and Remote Areas;
 - Local Government Authorities within Rural and Remote Areas; and
 - Such other entities which the Board deems appropriate and whose appointment would be in the interests of the Company in furthering the Objects;
- B. Apply to the Board as an Ordinary Organisational Member pursuant to Rule 24(b);
- C. Be approved by the Board;
- D. Pay the subscription fee for membership as determined by the Company from time to time; and
- E. Appoint a representative who will be advised to the Company (and if replaced by an alternative representative shall be promptly advised to the Company) and shall be noted as the representative of the Member in the Register of Members and who will exercise the powers, with the exception of the power to nominate or vote for Ordinary Individual Members in elections for the Board, of an Ordinary Individual Member on behalf of the entity;
- (iii) **Associate Member** who shall be a person or entity which shall:
- A. demonstrate to the Board a desire to support the Objects (whether a Medical Practitioner or otherwise);
 - B. apply to the Board for membership pursuant to Rule 24(b);
 - C. where the proposed Associate Member is an individual, be 18 years of age or older;
 - D. be approved by the Board; and
 - E. pay the subscription fee for membership as determined by the Company from time to time;
- (iv) **Life members** who shall be such individuals who, upon the recommendation of the Board, shall be appointed life members, with the powers of an Ordinary Individual Member, but without the requirement to pay

a fee or subscription by ordinary resolution at a General Meeting, for outstanding service to the Company; and

- (v) Such other categories of membership as determined, from time to time, by the Board subject to ratification by the Members at the Annual General Meeting following the determination.
 - (b) A person who wishes to become a Member must apply for membership to the Board in writing in such form as the Board from time to time directs.
 - (c) The Board must consider each application made under sub-Rule (b) of this Rule at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application.
 - (d) In no case shall the Board be required to give any reason for the rejection of an applicant.
 - (e) An applicant whose application for membership of the Company is rejected under sub-Rule (b) of this Rule must, if he or she wishes to seek review of that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
 - (f) When notice is given under sub-Rule (c) of this Rule, the Board must either, by ordinary resolution, confirm or set aside their decision to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Board
 - (g) When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of the applicant's acceptance.
25. 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 Rule, be members of the Company.
26. No person appointed to the Board other than a person appointed pursuant to Rule 61(a) is required to be a Member.
27. An Ordinary Member shall have all rights conferred on a Member by this Constitution and the Corporations Act including the right to attend and to vote at Annual General Meetings and General Meetings of the Company.
28. An Associate Member shall have all rights conferred on a Member by this Constitution (including the right to attend Annual General Meetings and General Meetings of the Company) other than the right to vote at Annual General Meetings and General Meetings of the Company.
29. Every applicant for membership of the Company shall be proposed by two (2) Members. The application for membership shall be made in writing, signed by the applicant and the two (2) proposers and shall be in such form as the Board from time to time prescribes.
30. A Register of Members shall be kept at the Company's office which shall be kept up to date by the Secretary and which shall contain the full names and addresses of all Members, together with:
- (a) the date of admission to and cessation of membership of each Member; and
 - (b) such other information as the Board may from time to time determine.

The Register of Members may be kept using such technological means as the Board may determine from time to time.

31. Each Member shall notify the Secretary in writing of any change in that Member's name or address within a period of one (1) month following such change and all notices given in accordance with Rule 100 to the name and address last notified shall be deemed to be properly received by that Member.
32. A Member shall pay such annual subscriptions as the Board may determine. The Board may:
 - (a) set the amount of subscriptions and the manner of payment by Members in such manner as it may consider fit; and
 - (b) set different rates of subscriptions for different categories of membership of the Company.

CESSATION OF MEMBERSHIP

33. A Member may at any time by giving notice in writing to the Secretary resign his/her/its membership of the Company.
34. (a) If any Member shall:
 - (i) wilfully refuse or neglect to comply with the provisions of the Constitution; or
 - (ii) be guilty of any conduct
which in the opinion of the Board is
 - (iii) unbecoming of a Member; or
 - (iv) 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 to erase the Member's name from the Register of Members PROVIDED THAT at least one (1) month before the meeting of the Board at which such a resolution is passed the Member shall have had notice of such meeting and of what is alleged against that Member and of the intended resolution and that Member shall at such meeting and before the passing of such resolution have an opportunity of giving orally or in writing any explanation or defence the Member may think fit.

35. A Member shall cease to be a Member on a liquidation or winding up of the Member except for the purposes of reconstruction or amalgamation, or non payment for a period of three months of any subscription that is determined in accordance with Rule 32.

GENERAL MEETINGS

36. The first General Meeting shall be held at such time, not being less than one (1) month nor more than three (3) months after the registration of the Company and at such place as the Board may determine.
37. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act. All meetings other than the Annual General Meetings, shall be called General Meetings.

38. (a) Any director on the Board, or the Chair, 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 by such requisitionists as provided by the Act.
- (b) A General Meeting shall also be convened on requisition of Ordinary Members as is provided for by the Act or in default may be convened by such requisitionists as empowered to do so by the Act.
39. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice at least twenty one (21) days notice (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 hour of meeting and in case of special business the general nature of that business shall be given to such persons as entitled to receive such notices from the Company. If a special resolution is to be proposed at the meeting the notice must set out an intention to propose the special resolution and state the resolution.
40. All business transacted at a General Meeting of Members shall be deemed to be General Business unless, by law or by this Constitution, it is deemed to be Special Business which requires the passing of a Special Resolution.

PROCEEDINGS AT GENERAL MEETINGS

41. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
42. Save as herein otherwise provided, a quorum is constituted by such number of Ordinary Members which is equal to 20% of the total number of Ordinary Members or 20 Ordinary Members, whichever is the lesser number. For the purpose of this Rule "Ordinary Member" includes a person attending as a proxy or as representing a corporation which is an Ordinary Member.
43. 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 Ordinary 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, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two (2)) shall be a quorum.
44. The Chair shall preside at every Annual General Meeting and General Meeting or if there is no Chair, or if the Chair is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chair shall act as Chair or if the Deputy Chair is not present or is unwilling to act then the Ordinary Members present shall elect one of their number to be Chair.
45. The Chair 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.
46. 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 Chair; or

- (b) by at least three (3) Ordinary Members present in person or by proxy.
47. 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.
48. Unless a poll is so demanded a declaration by a Chair that a resolution has on 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.
49. Before a vote is taken the Chair must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.
50. 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 Chair 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 a question of adjournment shall be taken forthwith.
51. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
52. An Ordinary Member or a representative of an Ordinary Organisational Member may vote in person or by proxy or by attorney and a person attending as one or more of, an Ordinary Member, a proxy and an Organisational Member representative is counted separately for each capacity in which the person attends the meeting.
53. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, then executed in the manner authorised by the Act or attorney duly authorised. The signature of the appointor or his/her attorney shall be witnessed by a person other than the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. An Ordinary Member shall be entitled to instruct his/her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he/she thinks fit.
54. The instrument appointing a proxy may be in the following form or in a common or usual form.

I _____ of _____
 being an Ordinary Member of Western Australian Centre for Rural and Remote
 Medicine Limited
 hereby appoint _____ of _____
 or failing him/her _____ of _____

as my proxy to vote for me on my behalf at the (Annual or General as the case may be) meeting of the Company to be held on the day of and at any adjournment thereof.

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

Signed this day of .

Note: in the event of the Ordinary Member desiring to vote for or against any resolution he/she shall instruct his/her proxy accordingly, unless otherwise instructed, the proxy may vote as he/she thinks fit.

55. A resolution in writing signed by all the Members entitled to vote on the resolution and containing a statement that they are in favour of the resolution shall be valid as if it had been passed at a duly convened meeting of members. Such resolution may consist of several documents in identical form each signed by one or more members.
56. If the Company has only one Ordinary Member and the Ordinary Member records in writing his or her decision to a particular effect the recording of the decision and signing of the record counts as the passing by the Ordinary Member of a resolution to that effect.
57. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority 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 proxy shall not be treated as valid.
58. A vote given in accordance with the terms of an instrument of proxy 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.
59. No Ordinary Member may vote at any Annual General Meeting or General Meeting if that Member's annual subscription is more than 2 months in arrears at the date of the meeting.

BOARD AND OFFICERS

60. The persons nominated with their consent in the application for registration of the Company as the first officers of the Company shall constitute the First Board and they shall hold the following positions.

CHAIR:	Mr Irwin Barrett-Lennard
DEPUTY CHAIR & SECRETARY:	Dr Malcolm Hodsdon
OTHER DIRECTOR(S)	Dr Peter Wallace
	Dr Karl Staer
	Dr Chris Swan
	Dr Stephen Langford
	Cr Kenneth Pech

61. Following the first Annual General Meeting, the Board shall at all times consist of (7) persons and will comprise of:
 - (a) two (2) persons (being Ordinary Individual Members currently resident and practising in Rural and Remote Areas) nominated and elected by Ordinary Individual Members;
 - (b) two(2) persons (being the nominated representatives of Ordinary Organisational Members in Rule 24(a)(ii)E), one of whom must be a Medical Practitioner and the

other of whom must not be a Medical Practitioner, nominated by ordinary organisational members and elected by ordinary members;

- (c) two (2) persons (who may or may not be Members) who have experience in or have recognised qualifications in any one or more of the following areas:
 - (i) business;
 - (ii) financial management;
 - (iii) law;
 - (iv) human resources and recruitment;
 - (v) marketing; and
 - (vi) any other relevant skills or areas of expertise which would complement the composition of the Board;

elected by members of the Board in Rule 64(a) and 64(b);

- (d) one further person elected by members of the Board in Rule 61(a) and 61(b) and 61(c) to be Chair of the Board.; and
- (e) such other person or persons who may be appointed by the Board from time to time in accordance with Rule 67.
- (f) The deputy Chair will be elected from within and by the members of the Board in Rule 61(a) and 61(b) and 61(c).

62. At all times, the majority of the Board of the Company must consist of Responsible Persons.

63. No director shall be entitled to appoint an alternate director.

64. Subject to Rules 61 and 67 of this Constitution, the officers and other directors on the Board shall be appointed in accordance with this Rule 64:

- (a) where there is a vacancy on the Board for a director or directors to be appointed pursuant to Rule 61(a), the Company shall give a minimum of forty two (42) days notice to all Ordinary Individual Members calling for nominations;
- (b) where there is a vacancy on the Board for a director or directors to be appointed pursuant to Rule 61 (b) the Company shall give a minimum of forty two (42) days notice to all Ordinary Organisational Members calling for nominations.;
- (c) all nominations of candidates for all Board positions shall be:
 - (i) in such form as the Company may from time to time prescribe;
 - (ii) in writing and signed by the nominee, the proposer and the seconder; and
 - (iii) lodged with the Secretary at least forty two (42) days before the Annual General Meeting at which the election is to take place;
- (d) the Board may declare a nomination invalid and the candidate ineligible for election if the candidate's nomination form has not been fully completed or the information provided on the nomination form is false or misleading;

- (e) a list of the candidates names in alphabetical order, with the proposer's and seconder's names, shall be posted in a conspicuous place in the registered office of the Company for at least fourteen (14) days immediately preceding the Annual General Meeting;
- (f) if the number of candidates nominated does not exceed the number of vacancies, then those persons nominated will be deemed to have been duly elected and will be declared duly elected;
- (g) if the number of candidates nominated is greater than the number of vacancies, then, at the determination of the Board, the vacancies shall be determined either
 - (i) at the Annual General Meeting by ordinary resolution of Members (voting in person or by proxy); or
 - (ii) by ballot, in which case the procedure for the ballot will be as set out in sub-Rules 64(h)(h) to 64(u) .
- (h) If an election by ballot is conducted, the Board of the Company shall appoint a Returning Officer who may be an employee of the Company, an external party or the Western Australian Electoral Commission.
- (i) The ballot shall be under the control of the Returning Officer who shall determine the method of counting votes, whether or not ballot papers are informal and any other matters arising in connection with the ballot and his decision shall prevail.
- (j) The Returning Officer will include with the notice of meeting, a notice setting out that the candidates for election exceed the number of vacancies and that a ballot is to be held, together with any necessary ballot paper and if a determination has been made by the Board to allow electronic voting for that election, instructions to facilitate electronic voting in accordance with such rules and instructions for electronic lodgement as determined by the Board from time to time and notified to the Returning Officer.
- (k) Ballot papers will show the full names of all candidates in alphabetical order.
- (l) Voting upon the ballot will be open to Members who are entitled to vote during normal business hours commencing on the day when the Secretary gives notice of the ballot, and concluding at 6.00pm on the day fixed for the closing of the ballot, and at such other times as may be prescribed by the Returning Officer from time to time.
- (m) Members entitled to vote may vote in person, by post, electronically (if such a determination has been made by the Board), or by such other means as may be prescribed by the Board from time to time.
- (n) Each Member entitled to vote shall not be required to vote for more than one candidate.
- (o) The retiring directors will continue in office until the new directors determined pursuant to the ballot are declared to be elected. Such declaration will be made by the chairman of the Annual General Meeting, and the Annual General Meeting will not be declared ended until the final result of the ballot has been announced, and the new directors declared to be duly elected.
- (p) The "First Past the Post" voting system shall be used to count the votes.

- (q) Other than a ballot conducted at an Annual General Meeting, the Returning Officer shall report the result of the election to the Board prior to the Annual General Meeting and the directors elected by ballot shall commence office on a date determined by the Board which may be prior to the next Annual General Meeting.
 - (r) If at any ballot the number of votes cast for two or more candidates is equal the Returning Officer will request those candidates to draw lots and if any or all decline the Returning Officer shall draw lots for them and shall in accordance with the result thereof declare which of such candidates is successful in the ballot.
 - (s) The Board will determine such other rules and procedures in relation to the conduct of the ballot, as the Board considers desirable to ensure the integrity of the ballot.
 - (t) No Member shall be entitled to nominate for any office or vote unless that Member has paid in full all subscriptions due to the Company.
 - (u) The Returning officer shall report to the Board, the result of the election.
65. Subject to Rules 66 and 68 and with the exception of directors appointed at 29 June 2007 who may hold office for up to three (3) years, directors shall hold office for a period of two (2) years from the date of appointment. A person may serve as a director of the Company for a maximum period of six (6) consecutive years, and seven (7) consecutive years for a Director appointed at 29 June 2007, after which time that person shall not be eligible for re-appointment until at least one (1) year has elapsed from the date upon which that person ceased to be a director.
66. The director who is appointed to act as Chair shall hold office for a period of three (3) years from the date of appointment and may serve in that position for a maximum period of six (6) consecutive years, after which time:
- (a) that person shall not be eligible for re-appointment as a director until at least (1) year has elapsed from the date upon which that person ceased to be a director; and
 - (b) shall not be eligible for re-appointment as the Chair until at least three (3) years have elapsed from the date upon which that person ceased to be the Chair.
67. The Board shall have power at any time, and from time to time, to appoint any person to the Board to fill a casual vacancy but so that the total number of officers or other directors on the Board shall not at any time exceed the number fixed in accordance with this Constitution. Any director so appointed:
- (a) shall hold office only until the next following Annual General Meeting and is eligible for re-election; and
 - (b) is not taken into account in deciding the rotation or retirement of directors or the number of them to retire under Rule 68 at that Annual General Meeting.
68. At each Annual General Meeting, following the first Annual General Meeting:
- (a) one (1) director who is an Ordinary Individual Member (who is not appointed and required to retire under Rule 67);
 - (b) one (1) director who is an Ordinary Organisational Member (who is not appointed and required to retire under Rule 67); and
 - (c) one (1) director who is appointed pursuant to Rule 61(c)
- must retire from office and, subject to Rule 65, will be eligible for re-election.

The directors who are required to retire pursuant to this Rule are those who have held office the longest since last being elected or appointed. If 2 or more directors have been in office for the same period, those directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

69. The Company may by ordinary resolution at a General Meeting remove any officer or other director on 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.
70. The office of a director on the Board shall become vacant if the director:
- (a) ceases to be a director on the Board by virtue of the Act;
 - (b) ceases to meet any of the qualification criteria specified in Rule 61;
 - (c) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (d) becomes prohibited from being a director of a Company by reason of any order made under the Act;
 - (e) 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;
 - (f) resigns his/her office by notice in writing to the Company;
 - (g) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period; or
 - (h) is directly or indirectly interested in any contract or proposed contract with the Company provided however that a director shall not vacate his/her office by reason of his/her being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company if such corporation, society or association is among the class of companies, referred to in the proviso of Rule 7 of this Constitution of the Company and if he/she shall have declared that nature of his/her interest in the manner required by the Act;

provided always that nothing in this Rule shall affect the operation of Rule 7 of this Constitution.

71. A person who is a director on the Board shall cease to be a director on the Board immediately upon ceasing to hold any required criteria in Rule 61.
72. The Board may from time to time invite an adviser or advisers to advise the Board on any matter relating to the Objects, the management or governance of the Company, or any other matter concerning the Company. Such advisers will not be entitled to vote and shall be appointed at the absolute discretion of the Board for whatever period and under whatever conditions the Board sees fit.
73. The directors shall be:
- (a) paid such remuneration as is from time to time determined by the Company in General Meeting; and
 - (b) reimbursed for all reasonable travelling and other expenses (as determined by the Board from time to time) properly incurred by them in carrying out the business of the Company.

POWERS AND DUTIES OF THE BOARD

74. 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 Act or by the provisions of this Constitution, required to be exercised by the Company in General Meeting, subject nevertheless, to the provisions of this Constitution and of the Act, 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.
75. 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 debentures and other securities whether outright or as security for any debt liability, or obligation of the Company.
76. 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 on the Board or in such other manner as the Board from time to time determines.
77. Consistent with the Act, the Board may delegate any of its powers except the power to delegate
78. The Board may exercise all powers relating to the appointment and/or dismissal of staff
79. The Board shall cause minutes to be made of;
- (a) all appointments of officers;
 - (b) the names of directors on the Board present at all meetings of the Company and of the Board; and
 - (c) all proceedings at all meetings of the Company and of the Board.

All Board minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair 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

80. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but not less than 4 (four) times in each calendar year. A director on the Board may at any time and the Secretary shall on the requisition of a director on the Board summon a meeting of the Board.
81. Subject to this 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 on the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chair (or Deputy Chair in the Chair's absence) shall have a second or casting vote.
82. A director on the Board 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 not be counted.

83. The quorum necessary for the transaction of the business of the Board shall be four (4) or such greater number as may be fixed by the Board.
84. The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or summoning a General Meeting of the Company but for no other purpose.
85. The Chair shall preside at every meeting of the Board, or if there is no Chair or if at any meeting he/she is not present within ten (10) minutes after the time appointed for holding the meeting, the Deputy Chair shall be Chair. If the Deputy Chair is not present at the meeting then the directors may choose one of their number to be Chair of the meeting.
86. All acts done by any meeting of the Board or by any person acting as a director on the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director on the Board or person acting as aforesaid or that the directors on 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 director on the Board.
87. A resolution in writing signed by all the directors on the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors on the Board.

ADVISORY COMMITTEES

88. The Board may:
 - (a) establish one or more advisory committees; and
 - (b) appoint or remove, or make provision for the appointment and removal of, members of the advisory committees.
89. Each advisory committee will consist of a single individual or the number of individuals that the Board decides.
90. The directors may terminate an advisory committee at any time.
91. The functions of each advisory committee will be decided by the Board and, subject to any such decision, will be to recommend to the directors how decisions should be made in furtherance of the Objects.
92. The Board may specify:
 - (a) the manner in which proceedings of each advisory committee are to be conducted;
 - (b) the matters which the advisory committee must consider in carrying out its functions; and
 - (c) any other matters concerning the advisory committee or its functions that the Board decides.

SECRETARY

93. The Secretary shall in accordance with the Act 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 as

Honorary Secretary and any members so appointed shall forthwith become an officer of the Company and, if not already a director on the Board, ex officio a director on the Board and he/she shall be subject to the provisions of Rule 7 of this Constitution.

ACCOUNTS

94. 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 the 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 Act.
95. 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 Act 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.
96. To ensure that the Gift Fund's accounting records comply with Rules 10 and 12, the Company must keep the accounting records for all receipts and payments on account of the Gift Fund separate from the general accounting records of the Company.
97. The Company must issue receipts for all amounts and property received and those receipts must:
 - (a) state the name of the Company;
 - (b) state the Australian Business Number applicable to the Company; and
 - (c) if the receipt relates to a gift to the Gift Fund then the receipt must state
 - (i) the name of the Gift Fund; and
 - (ii) the fact that the receipt is for a gift.
98. The Board shall from time to time determine in accordance with Rule 94 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 directors on the Board, and no Member (not being a director on the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by Rule 94 of the Constitution or authorised by the Board or by the Company in General Meeting.

AMENDMENTS TO CONSTITUTION

99. No alteration or addition to this Constitution shall be made which may be inconsistent with the Objects.

AUDIT

100. 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 Act and Rule 94 of the Constitution.

NOTICES

101. A notice may be given by the Company to any Member entitled to receive notice:
- (a) personally; or
 - (b) by sending it by post to him at his/her registered address, or (if he/she has no registered address within the State) to the address, if any, within the State supplied by him or her to the Company for the giving of notices to him or 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.
102. Notice of every General Meeting shall be given in any manner hereinbefore authorised 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 on the Board.

COMMON SEAL

103. If the Company has a Seal at any time, 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 authorised by the directors on the Board to authorise the use of the Seal. Every document to which the Seal is affixed shall be signed by a director on the Board and countersigned by another director on the Board, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.
104. The Company may execute a document without using the Seal if the document is signed by:
- (a) two directors on the Board; or
 - (b) a director on the Board and the Secretary; or
 - (c) officers of the Company delegated by the Board.

INDEMNITY

105. Except to the extent that it is prohibited from doing so by the *Corporations Act*, the Company:
- (a) indemnifies every person who is or has been a Director or Secretary of the Company or of any related body corporate of the Company against:
 - (i) any liability (other than a liability for legal costs) incurred in that capacity; and

- (ii) any liability for legal costs incurred in connection with proceedings relating to, or in defending an action for a liability incurred in, that capacity; and
- (iii) will pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

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.