

**C O N S T I T U T I O N**  
**of the**  
**THE HUNTER GENERAL PRACTITIONERS ASSOCIATION**

**1. NAME**

The name of the Association shall be The Hunter General Practitioners Association hereinafter referred to as “the Association” or as “the HUGPA”.

**2. REGISTERED OFFICE**

The registered office of the Association shall be in Newcastle in the state of New South Wales.

**3. OBJECTS**

- (1) To be an independent voice for General Practitioners in the Hunter region.
- (2) To provide a forum for professional discussion, opinions and analyses amongst its members.
- (3) To be a source of support for General Practitioners.
- (4) To provide responses to community issues affecting its members and their patients.
- (5) To promote primary health care led by General Practice as the basis of an efficient and effective health service.
- (6) To support and promote collaboration between all providers of primary health care.
- (7) To promote equity, effectiveness, sustainability and efficiency in health care.
- (8) Without compromising the fulfilment of the above stated objects enumerated in sub-clauses (1) to (7), from time to time, to perform the following secondary functions:
  - (a) To contribute to deserving charitable causes and organisations.
  - (b) To perform acts of good corporate citizenship.
  - (c) To promote mutual understanding and to liaise with other organisations.
- (9) To do all such things as the Management Committee of the Association considers necessary or desirable in the furtherance of the objects of the association.

#### **4. MEMBERSHIP**

There will be three classes of membership:

**Full membership** which will be open to general medical practitioners who are actively practicing either full time or part time in the Hunter region who are providing comprehensive and continuing medical care, and who ascribe to the objectives of the Association and agree to abide by the rules and regulations which may be applicable to its members

AND

**Associate membership** which will be open to general medical practitioners currently providing comprehensive and continuing medical care in other than the Hunter region, retired general practitioners and to medical students, who ascribe to the objectives of the Association

AND

**Affiliate membership** which will be open to managers and nurses working in practices which provide comprehensive and continuous care and who ascribe to the objectives of the Association

#### **5. APPLICATION FOR MEMBERSHIP**

- (1) As soon as practicable after receiving an application for membership the Secretary shall refer the application to the Management Committee which shall determine whether to approve or reject the application.
- (2) Where the Management Committee approves an application for membership, the Secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request him/her to pay within a period of 28 days after receipt by him/her of the notification, the sum payable by a member as an annual subscription.
- (3) The Secretary shall, on payment by the nominee of the amounts referred to in sub-clause 2 above within the period referred to herein, enter the nominee's name in the register of members and, upon the name being so entered, he/she shall become a member of the Association.

#### **6. CESSATION OF MEMBERSHIP**

A person ceases to be a Member of the Association if he/she:

- (a) dies;
- (b) resigns his/her membership;
- (c) fails to pay outstanding membership fees within two calendar months of the due date;
- (d) is expelled from the Association;

(e) ceases to be a registered medical practitioner

## **7. RE-ELIGIBILITY**

Any person who has ceased to be a member of the Association, for whatever reason, shall be eligible for re-nomination as a member at the absolute discretion of the Management Committee and shall pay the whole or any portion of arrears of subscription due from him/her to the Association as determined by the Management Committee.

## **8. ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) Is not capable of being transferred or transmitted to another person AND
- (b) Is terminated upon cessation of the person's membership.

## **9. RESIGNATION OF MEMBERSHIP**

- (1) A member of the Association is not entitled to resign his/her membership except in accordance with this clause.
- (2) A member of the Association who has paid all amounts payable by him/her to the Association in respect of his/her membership may resign by first giving notice (being not less than one month or such other period as determined by the Management Committee) in writing to the Secretary of his/her intention to resign and, upon the expiration of such notice, the member ceases to be a member.
- (3) Where a person ceases to be a member pursuant to sub-clause (2) above, and in every other case where a person ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the person ceased to be a member.

## **10. REGISTER OF MEMBERS**

- (1) The Secretary of the Association shall establish and maintain a register of members specifying the name, current address, telephone number of each member of the Association and the date on which he/she became a member.
- (2) This register shall be kept at the principal place of administration of the Association and shall be open for inspection free of charge by any member of the Association at any reasonable hour of any working day of the week.

## **11. FEES AND SUBSCRIPTIONS**

- (1) Any person who is admitted to membership of the Association shall pay such entrance fee as the Management Committee shall from time to time determine.
- (2) Annual subscription fees fall due on the 1st January every year. Any person joining the Association between the 1st July and 31st December is liable to pay only half the annual fee for that year.

## **12. INDEMNITY OF MANAGEMENT COMMITTEE MEMBERS**

Management Committee Members shall be indemnified out of the funds of the Association for any liability incurred by them in the bona fide execution of their duties under this constitution.

## **13. LIABILITY OF MEMBERS**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clause 11 herein.

## **14. DISCIPLINING OF MEMBERS**

- (1) Where the Management Committee is of the opinion that a member of the Association has:

- (a) persistently refused or neglected to comply with a provision(s) of the constitution, OR
- (b) persistently or wilfully acted in a manner prejudicial to the interest of the Association.

The Management Committee may be by resolution

- (c) expel the member from the Association, OR
  - (d) suspend the member from membership of the Association for a specified period.
- (2) A resolution of the Management Committee under sub-clause (1) will be of no effect unless confirmed by the Committee within fourteen to twenty eight days of service of notice on the member in accordance with the provisions in sub-clause (3).

- (3) Where a resolution is passed under sub-clause (1), the Secretary shall as soon as practicable, cause a notice to be served on the member setting out the following:
  - (a) the resolution of the Management Committee and the grounds on which it is based;
  - (b) the member's right to address the Management Committee at a meeting to be held within fourteen to twenty eight days of service of the notice;
  - (c) the date, place and time of that meeting;
  - (d) the member's right to
    - (i) attend and speak at the meeting OR
    - (ii) submit to the Management Committee a written representation relating to the resolution, prior to the meeting or at the meeting OR
    - (iii) do both.
- (4) At the meeting held in accordance with Clause (3), the Management Committee shall:
  - (a) Give the member an opportunity to make oral representation.
  - (b) Give due consideration to any written representation submitted by the member to the Committee prior to or at the meeting.
  - (c) By resolution, determine whether to confirm or revoke the first resolution.
- (5) Where the Management Committee confirms a resolution under sub-clause (4), the Secretary shall, within seven days after that confirmation, by notice in writing, inform the member of the fact and of the members' right of appeal under Clause 16.
- (6) A resolution confirmed by the Management Committee under sub-clause (4) will not take effect
  - (a) until the expiration of the period of appeal OR
  - (b) where the member exercises his right of appeal until the Association confirms the resolution in accordance with Clause 15 (4)

## **15. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (1) A member may appeal to the Association in general meeting against a resolution of the Management Committee which has been confirmed under Clause 15 (ii), within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of the notice from a member under sub-clause (1), the Secretary shall notify the Management Committee which shall convene a General Meeting of the Association to be held within twenty one days after the date on which the Secretary received the notice.
- (3) At the General Meeting convened under sub-clause (2):

- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Management Committee and the member shall be given the opportunity to state their cases orally or in writing or both;
  - (c) the Members present shall vote by secret ballot allowing or dismissing the appeal;
- (4) If by special resolution the Association dismisses the appeal, the resolution of the Management Committee will have been deemed to be confirmed.

## **16. MANAGEMENT**

- (1) The Management of the Association shall be vested in a Management Committee consisting of at least 6 financial members of the Association in good standing. They shall be elected by the Members at a properly constituted Annual General Meeting.
- (2) Committee Members shall hold office until the next Annual General Meeting.
- (3) The actual number of succeeding Management Committee members shall be determined by the incumbent Management Committee.
- (4) The Management Committee may by resolution form sub Committees with power to co-opt any person(s) to serve in such sub-committees for any purpose(s), and for such length of time as in its opinion is in the interest of the Association, provided that every such sub-committee is chaired by a member of the Management Committee. The Chairperson and the Vice-Chairperson shall be ex-officio members of every sub-committee.
- (5) No member of the Management Committee shall be appointed to any salaried office of the Association or be paid fees or receive remuneration or any other benefits except reimbursements of out-of-pocket expenses properly incurred in the discharge of the business of the Association.

## **17. OFFICE-BEARERS**

- (1) The Management Committee shall consist of the following office-bearers: -
- (a) The Chairperson
  - (b) The Vice Chairperson
  - (c) The Treasurer
  - (d) The Secretary
  - (e) Such other additional office-bearers as shall be decided by the elected Management Committee members pursuant to the provisions in Clause 17 (2).

- (2) The elected committee members shall elect the office- bearers by secret ballot amongst themselves at its first committee meeting to be convened by the Returning Officer.
- (3) In the event of a casual vacancy occurring, the committee may appoint a Member to fill the vacancy and the person so appointed shall hold office until the conclusion of the next Annual General Meeting.

#### **18. PROCEEDINGS OF THE MANAGEMENT COMMITTEE**

- (1) The Management Committee shall meet at least three times in each period of twelve months to dispatch the business of the Association. The Chairperson and the Secretary may at the request of any two members of the Management Committee call a meeting of the committee at any time.
- (2) Matters arising at any committee meeting shall be decided by a majority of those present which shall for all purposes be a determination of the committee. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- (3) Subject to Clause 22, the committee may act notwithstanding any vacancy in the committee.

#### **19. CASUAL VACANCIES**

A casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the New South Wales Companies Code;
- (d) resigns office by notice in writing given to the Secretary;
- (e) becomes mentally ill or otherwise becomes legally incapacitated;
- (f) is absent from meetings of the committee for more than six months without leave of committee;
- (g) holds any office of profit under the Association;
- (h) has direct or indirect interest in any contract or proposed contract with the Association without declaring such interest to the committee;
- (i) is removed from office upon a resolution passed by at least two thirds majority of members at a Special General Meeting.

#### **20. ANNUAL GENERAL MEETING**

The Annual General Meeting (AGM) of members shall be held at least once in each calendar year and within the period of six months after the expiration of each

financial year of the Association. In addition to any other business that may be transacted, the business at an AGM shall be:

- (a) to confirm the minutes of the last AGM and of any special general meeting held since that meeting;
- (b) to receive and consider reports from the Management Committee relating to the activities of the Association during the last preceding financial year;
- (c) to elect members of the Management Committee;
- (d) to receive and consider any statement which might be required to be submitted to members pursuant to Section 26 (6) of the Association Incorporation Act 1984 when and if the Association is incorporated.

## **21. SPECIAL GENERAL MEETING**

Special General Meetings shall be called by the Secretary at the written request of at least 25% of the members of the Management Committee or at the written request of not less than 25% of Members of the Association in good standing and who are financial. The Special General Meeting shall be convened within one month from the date of receipt of the written request.

## **22. QUORUM**

At a members meeting, not less than five shall form a quorum. No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of such business.

At a meeting of the Management Committee, any three members of the committee constitute a quorum for the transaction of such business of the meeting.

In the event that a quorum is not formed within half an hour of the time set down for the meeting, the meeting shall be adjourned to the same time and venue seven days later or at a time within one month of the date of such meeting determined by the members present at that meeting. If at such adjourned meeting a quorum is not formed, those members present shall be deemed to be a quorum.

## **23. PROCEEDINGS AT GENERAL MEETINGS**

- (1) The Chairperson, or in his absence, the Vice-Chairperson shall preside at every general meeting of the Association. But if they are not present within fifteen minutes of the time set down for the meeting, or are unwilling to take the chair, then the members present shall elect amongst themselves a Member to be the chairperson of the meeting, by simple majority.
- (2) The Chairperson, when directed by a resolution of the members present at the meeting may adjourn such meeting to a time and venue determined by the meeting, provided however, that no new business shall be transacted at any such adjourned meeting, other than the business left unfinished at the meeting so adjourned. In the event that the adjournment exceeds thirty days, a notice in



writing of the adjourned meeting shall be given to all members. An agenda of business to be transacted in such meeting shall not be required.

At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless before the vote is taken, a poll is demanded by the chair person or by at least three members present. A declaration by the chairperson that a resolution has been carried, either unanimously or by any other majority or lost and an entry to that effect in the MINUTES BOOK of the proceedings of the Association shall be conclusive evidence of the result of the vote. A demand for a poll may be withdrawn.

- (3) If a poll is duly demanded, it shall be taken in such a manner and at such time as the chairperson shall direct, but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. The result of the poll shall be the resolution of the meeting.
- (4) Every financial Member of the Association in good standing present at a general meeting or by proxy shall have one vote. In the case of equality of votes, the chairperson shall have a second or casting vote.

#### **24. NOTICE OF MEETINGS. AND NOMINATIONS**

- (1) The Secretary shall give at least fourteen days notice in writing of all General Meetings to the members in good standing of the Association, denoting the time, day, venue and the agenda of the meeting indicating the nature of the business to be transacted.
- (2) Nominations for members of the Management Committee are to be made in writing. Nomination forms are to be issued together with the notice of the AGM. Nomination forms must be duly signed by the nominators and the nominee and must reach the Secretary no later than seven days before the date of the scheduled AGM.

#### **25. FINANCIAL YEAR**

The financial year of the Association shall commence on 1<sup>st</sup> July and end on the 30th June of the subsequent year.

#### **26. FUNDS**

- (1) The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) The Association shall establish a cheque account with a commercial bank in Sydney to be determined by the Management Committee at its first meeting.
- (3) The President, the Vice-President, the Secretary and the Treasurer for the time being of the Association shall be the authorised persons to sign all cheques and

to make payments on behalf of the Association. All cheques must be signed by any two of the authorised persons.

- (4) All monies received by the Association must be deposited promptly in the Association's bank account and appropriate receipts must be issued.

## **27. AUTHORISATION OF PAYMENTS**

All accounts shall be presented to, and approved for payment at a Management Committee meeting and full details of such approval shall be entered in the MINUTES BOOK of the committee.

## **28. AUDITS**

- (1) The auditor(s) shall be elected at the Annual General Meeting. The auditor(s) shall examine all accounts, Vouchers, receipts, books etc. and furnish a report to the members at the Annual General Meeting. Audits are to be conducted at regular intervals at the discretion of the auditor(s).
- (2) The auditor(s) shall not be a member or relative of a member of the Management Committee.
- (3) Subject to sub-clause (4) hereunder, notice of intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty one days before the Annual General Meeting, and if he/she so wishes, be heard at such AGM.
- (4) When the current auditor submits his resignation or notifies the Secretary of his/her intention not to seek re-election, sub-clause (3) above shall not apply.
- (5) In the event that the auditor fails to audit the accounts as required in Clause 28 (1) without reasonable cause, the President shall report to the Annual General Meeting and the members present may resolve to remove the auditor from the position and appoint another auditor with immediate effect.

## **29. MINUTES**

The Management Committee shall cause minutes to be kept:

- (a) of all appointment of office-bearers and members of committees;
- (b) of the names of all the members present at meetings of the Association and the Committees;
- (c) of all proceedings at all meetings of the Association and all Committees.

Such minutes shall be signed by the chairperson of the meeting during which the proceedings took place or by the chairperson of the succeeding meeting.

### **30. AMENDMENT OF THE CONSTITUTION**

The statement of objects and the articles in this constitution may be altered, rescinded or added to, only by a special resolution passed by a three quarter majority of members who are entitled to vote, or by written proxy, at any general meeting provided not less than twenty eight days written notice of the proposed amendment(s) has been given.

### **31. WINDING UP OF THE ASSOCIATION**

The Association shall not be wound up or dissolved except at a General Meeting of the Association specially convened for the purpose and by resolution carried by a four-fifths majority of the votes recorded therein. In the event that upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution(s) having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its/their property among its/their members, such institution(s) to be determined by the members of the Association at or before the time of dissolution or winding up, or in default thereof by the Chief Justice of such court as may have or acquired jurisdiction in the matter.

### **32. PROHIBITION AGAINST DISTRIBUTION TO MEMBERS**

Income and property of the Association whensoever derived shall be applied solely towards the promotion of the objectives 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 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 or reasonable and proper rent for premises let by any member of the Association.

### **33. BY-LAWS**

- (1) The Association in General Meeting shall have full power to make, alter or to repeal By-Laws on such matters relating to the affairs of the Association or for the purpose of carrying out its objects.
- (2) Provided that no resolution of a general meeting to make any addition to, or any amendment, alteration or repeal of any By-Law, or to make any new By-Law shall have any operation unless:
  - (a) the proposal to make the same shall have been
    - (i) previously approved by the Management Committee
    - (ii) submitted to the General Meeting by the Management Committee

- (iii) published by the Management Committee for the information of the members not less than twenty one days before the day of the holding of the general meeting AND
- (b) the resolution of the General Meeting shall have been carried by a majority of not less than two thirds of the votes given thereon.

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