

Constitution

Murray Mallee General Practice Network

1. The name of the Incorporated Association is **MURRAY MALLEE GENERAL PRACTICE NETWORK** referred to herein as “MMGPN”
2. In these rules, unless the contrary intention appears “Board” means the Board 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 Association Regulations, 1985.
3. The objects for which the Association is formed are:
 - 3.1. To support members to improve the viability, sustainability and environment of general practice, which will contribute to maintaining and improving the health status of individuals and communities in the Murray Mallee area of South Australia.
 - 3.2. To enhance medical workforce recruitment and retention in the Murray Mallee area and promote the wellbeing of general practitioners and their families.
 - 3.3. To facilitate a partnership approach to the provision of health services by promoting communication between general practitioners, other health care providers, governments and government instrumentalities and community based organisations.
 - 3.4. To promote and support opportunities for general practice to implement programs designed to improve patient health outcomes in priority health areas.
 - 3.5. To provide and promote education, training and research opportunities for members, which are relevant to general practice and the health needs of local communities.
 - 3.6. Any other objects which the Association may decide upon from time to time which are not inconsistent with the above objects and purposes.

POWERS

4. 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

MEMBERSHIP

5.1 Full membership of the Association shall be available to any General Practitioner practising within or adjacent to the area and who applies to join the Association and is of good standing.

5.2 Associate membership of the Association (which recognises the contribution of associate members to general practice, but which does not confer voting rights) shall be available to:

5.2.1 Locums, undergraduates, GP registrars and non-practising general practitioners, within or adjacent to the area, who apply to join the Association and are of good standing.

5.2.2 Practice managers, practice nurses and other health professional staff employed by general practices within or adjacent to the area, who apply to join the association and are of good standing.

5.3 All members of the Association are entitled to access the support and services provided by the Murray Mallee General Practice Network board members and staff.

SUBSCRIPTIONS

6.1 The subscription fees shall be such sum as the members shall determine from time to time in general meeting.

6.2 Subscription fees shall be payable annually on or at such other time as the Board shall determine from time to time.

6.3 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 Board may re-instate membership on such terms as it thinks fit.

RESIGNATION

7. A member may resign from membership of the Association by giving written notice thereof to the Chairperson or Public Officer of the Association.

EXPULSION OF A MEMBER

Constitution of the Murray Mallee General Practice Network Inc.

8.1 Subject to giving a member an opportunity to be heard or to make a written submission the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

8.2 Particulars of the charge shall be communicated to the member at least one (1) calendar month before the meeting of the Board at which the matter will be determined.

8.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall subject to subrule 8.4 cease to be a member fourteen (14) days after the Board has communicated its determination to him/her

8.4 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 Director of the Association within fourteen (14) days after the determination of the Board has been communicated to the member.

8.5 In the event of an appeal under subrule 8.4 the appellant's membership of the Association shall not be terminated unless the determination of the Board 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 Board is upheld.

THE BOARD

9.1 The affairs of the Association shall be managed and controlled exclusively by a Board which in addition to any power 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.

9.2 The Board 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

9.3 The Board (all of whom shall have full voting rights) shall be comprised of :

- one general practitioner delegate (or his/her nominated proxy) from each of the Murray Mallee medical practices at Karoonda, Lameroo, Mannum, Meningie, Pinnaroo and Tailem Bend
- two delegates from Murray Bridge

- a nominee from the Associate membership with a skill set that will contribute to effective governance, appointed by the Board
- a non GP nominee with a skill set that will contribute to effective governance, appointed by the Board.

9.3.1 From such Board shall be elected a Chairperson and Treasurer.

9.3.2 The Executive Officer shall be an ex-officio member of the Board.

9.4 The Board shall have the power to co-opt a delegate from any other Murray Mallee medical practice which may subsequently come within the boundaries of the Association, such appointments to be a unanimous decision of the Board to hold office until the next Annual General Meeting and shall be eligible for re-appointment and have voting rights.

9.5 The Board shall have the power to appoint sub-committees and to co-opt members for such purposes.

9.6 The first Board of the association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first Board shall hold office until the first annual general meeting after incorporation at which time all of the members of the Board, who shall be chosen by ballot, shall retire from the Board but shall be eligible for re-election. At each subsequent annual general meeting all of the members of the Board shall retire and shall be eligible for re-election.

9.7 The Board may appoint a natural person to fill a casual vacancy and such a Board member shall hold office until the next annual general meeting of the Association and shall be eligible for re-election.

9.8 Notice of all persons seeking election to the Board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.

DISQUALIFICATION OF BOARD MEMBERS

10. The office of a Board member shall become vacant if a Board member is:
- 10.1 disqualified by the Act;
 - 10.2 expelled under these rules;
 - 10.3 permanently incapacitated by ill health;
 - 10.4 absent without apology from more than three consecutive Board meetings, or more than three Board meetings in a financial year
 - 10.5 no longer the duly appointed representative of a corporate member.

PROCEEDINGS OF BOARD

11.1. The Board shall meet together for the dispatch of business at least four times per year.

11.2 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.

11.3 A quorum for a meeting of the Board shall be four members.

11.4 A member of the Board having a pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act and shall absent himself/herself from the meeting when such a contract is under discussion and shall not have a right to vote with respect to that contract.

FINANCIAL YEAR

12. The first financial year of the Association shall be the period ending on the 31 October 1995 and thereafter a period of 12 months ending on the 30 June in each year.

BORROWING POWERS

13.1 Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit and may secure the repayment thereof by charging the property of the Association.

13.2 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 Board from time to time.

RULES

14.1 Subject to approval by a resolution of the 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.

14.2 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.

THE SEAL

15.11 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

15.2 The seal shall not be used without the express authorisation of the Board 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 any two of the Chairperson, Treasurer, or Public Officer.

15.3 The seal shall be kept in the custody of the Treasurer or such other person as the Board may from time to time decide.

MEETINGS

16.1 The Board may call a Special Meeting of the Association at any time and shall call an Annual General Meeting in accordance with the Act.

16.2 The first Annual General Meeting shall be held within eighteen months after the incorporation of the Association and thereafter within five months after the end of its financial year.

16.3 Upon a requisition in writing of not less than five of the total number of members of the Association the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

16.4 Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting.

16.5 If a Special General Meeting is not convened within one month as required by sub-rule (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 Board and for this purpose the Board 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.

16.6 Subject to sub-rule (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 Board and the auditors, the appointment of auditors and Board members (if required) and any other business requiring consideration by the Association in general meeting.

16.7 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one days prior to the date of the meeting.

16.8 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.

16.9 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.

PROCEEDINGS AT MEETINGS

17.1 Four members present personally or by proxy shall constitute a quorum at any general meeting.

17.2 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 any such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members present shall form a quorum.

17.3 The Chairperson of the Board or if there shall be no Chairperson, then one of the Board members chosen by meeting shall preside as Chairperson at every general meeting of the Association.

17.4 If there is no such Chairperson within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson.

17.5 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.

17.6 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

17.7 At any General Meeting a resolution put to 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.

17.8 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.

17.9 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.

MINUTES

18.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Board, and sub-committees shall be entered within one month after the relevant meeting in minute books kept for the purpose.

18.2 The minutes kept pursuant to this rule shall be signed by the Chairpersons of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

18.3 Where minutes are entered and signed they shall until the contrary is proved by 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.

VOTING RIGHTS

19. Subject to these rules each member present in person or by proxy shall be entitled to one vote.

PROXIES

20. 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.

ACCOUNTS

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

NON PROFIT

22. The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

WINDING UP

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

APPLICATION OF SURPLUS ASSETS

24. In the event of the Association being wound up, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Board in accordance with their powers to any fund, institution or authority, which is non-profit organisation.

Adopted at Annual General Meeting on Wednesday 25th October 1995.

Amended at Annual General Meeting on Wednesday 28th October 1998

Amended at Annual General Meeting on Wednesday 8th November 2000

Amended at Annual General Meeting on Tuesday 13th November 2001

Amended at Annual General Meeting on Saturday September 23rd 2006

Amended at Annual General Meeting on Sunday October 25th 2009