

# The Rule Book of

  

## Indigenous General Practice Trainee Network (Aboriginal and Torres Strait Islander Corporation)

This rule book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

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## **1. Name**

The name of the corporation is: Indigenous General Practice Trainee Network (Aboriginal and Torres Strait Islander Corporation)

## **2. Dictionary and Interpretation**

See 'Schedule 1—Dictionary and interpretation' for the meanings of terms and phrases used in this rule book.

## **3. Objectives**

3.1. The objectives of the Corporation are:

- 3.1.1. To operate as a charity whose purpose is to provide training, support and advocate for Aboriginal and Torres Strait Islander medical doctors to achieve Fellowship of their chosen general practice college (ACRRM / RACGP)
- 3.1.2. To provide a collegiate, culturally safe and appropriate space for peer support and mentoring
- 3.1.3. To cultivate a supportive community of members with the common goal of increasing the quantity of the Aboriginal and Torres Strait Islander primary health medical workforce
- 3.1.4. To achieve training and workforce equity and beyond for Aboriginal and Torres Strait Islander medical practitioners in General Practice
- 3.1.5. To improve the health of Aboriginal and Torres Strait Islander people through the provision of high quality primary health care
- 3.1.6. To operate as a not-for-profit whereby the assets and income of the corporation are solely applied to further our objects and no portion is distributed directly or indirectly to the members of the corporation except as genuine compensation for services rendered or expenses incurred on behalf of the corporation.
- 3.1.7. To operate and maintain a gift fund, as detailed in Section 19 of these Rules, to be known as 'The Indigenous General Practice Trainee Network Gift Fund' in accordance with the requirements of the Income Tax Assessment Act 1997.

## **4. Powers of the Corporation**

4.1. Subject to the Act and these rules, the corporation has the power to do anything lawful to carry out the objectives, except:

- 4.1.1. the corporation cannot charge application fees for membership or annual membership fees

## 5. Membership of the Corporation

### 5.1. Members on registration

5.1.1. A person only becomes a member when the corporation is registered, as long as the registration complies with the Act.

5.1.2. Members' names must be entered on the register of members.

### 5.2. Members by application

#### 5.2.1. How to become a member after registration

A person becomes a member if:

5.2.1.1. the person wants to become a member and applies in writing.

5.2.1.2. the person is eligible for membership

5.2.1.3. the directors accept the application

5.2.1.4. the person's name is entered on the register of members.

#### 5.2.2. Who can apply to become a member (eligibility for membership)?

A person is eligible for membership if they are:

5.2.2.1. at least 18 years of age, and

5.2.2.2. an Aboriginal and/or Torres Strait Islander person, and

5.2.2.3. a registered medical practitioner in Australia, and

5.2.2.4. a Fellow of or have been accepted into a recognised training program for Fellowship of the Australian College of Rural and Remote Medicine or the Royal Australian College of General Practitioners and/or are working towards becoming a GP or a Rural Generalist.

#### 5.2.3. Membership application

5.2.3.1. A person (the applicant) who wants to become a member must apply to the corporation.

5.2.3.2. The application must be made in writing using a membership application form.

#### 5.2.4. Deciding membership applications

5.2.4.1. The directors will consider and decide on membership applications

5.2.4.2. Applications will be considered and decided in the order in which they are received by the corporation.

5.2.4.3. Applications must be considered within a reasonable time of receipt.

5.2.4.4. The directors must not accept an application for membership of the corporation unless the applicant:

5.2.4.4.1. applies according to rule 5.2.3

5.2.4.4.2. meets all the eligibility for membership requirements according to rule 5.2.2.

- 5.2.4.5. The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.
- 5.2.4.6. However, they must notify the applicant in writing of the decision and the reasons for it.
- 5.2.5. Entry on the register of members
  - 5.2.5.1. If the directors accept a membership application, the applicant's name, address and date they became a member must be entered on the register of members within 14 days.
  - 5.2.5.2. A person does not become a member until their name is entered on the register of members.
  - 5.2.5.3. However, if:
    - 5.2.5.3.1. the applicant applies for membership after a notice has been given for the holding of a general meeting, and
    - 5.2.5.3.2. the meeting has not been held when the directors consider the application
    - 5.2.5.3.3. then the corporation must not enter the person on the register of members until after the general meeting has been held.
- 5.3. Membership fees
  - 5.3.1. The corporation may only impose or alter membership fees through a special resolution at an AGM..
- 5.4. Members' rights and obligations
  - 5.4.1. Members rights
    - 5.4.1.1. Each member has rights under the Act and these rules including the rights set out below. A member:
      - 5.4.1.1.1. can attend and speak at a general meeting of the corporation
      - 5.4.1.1.2. can only vote at a general meeting of the corporation as specified in rule 5.8
      - 5.4.1.1.3. can be nominated, elected or appointed as a director
      - 5.4.1.1.4. cannot be removed as a member unless the directors and the corporation have complied with rule 5.7
      - 5.4.1.1.5. can put forward resolutions to be voted on at a general meeting of the corporation in accordance with rule 7.7.
      - 5.4.1.1.6. can ask the directors to call a general meeting of the corporation in accordance with rule 7.4.2
      - 5.4.1.1.7. can access the following books and records of the corporation:
        - 5.4.1.1.7.1. the register of members, under rule 6.5
        - 5.4.1.1.7.2. the minute books, under rule 14.8
        - 5.4.1.1.7.3. the corporation's rule book, under rule 14.10

- 5.4.1.1.7.4. certain reports prepared by or for the directors and the corporation, in accordance with the Act
      - 5.4.1.1.8. can ask the directors to provide access to any other records or books of the corporation in accordance with rule 14.9.
      - 5.4.1.1.9. can have any disputes with another member or with the directors dealt with under the process in rule 17.
    - 5.4.1.2. Members do not have the right to share in the profits of the corporation or take part in the distribution of the corporation's assets if it is wound up.
    - 5.4.1.3. If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 17.
  - 5.4.2. Members' responsibilities
    - Each member has the following responsibilities:
      - 5.4.2.1. to comply with the Act and these rules
      - 5.4.2.2. to notify the corporation of any permanent change in their effective postal and email addresses within 28 days
      - 5.4.2.3. to comply with any code of conduct adopted by the corporation
      - 5.4.2.4. to treat other members and the directors with respect and dignity
      - 5.4.2.5. to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.
  - 5.4.3. Liability of members
    - 5.4.3.1. The members and former members are not liable to contribute to the property of the corporation on winding up.
    - 5.4.3.2. The application for registration of the corporation states that members and former members are not to be liable to contribute towards the payment of debts and liabilities of the corporation.
- 5.5. How a person stops being a member
  - 5.5.1. A person will stop being a member if:
    - 5.5.1.1. the person resigns, in writing, as a member rule 5.6
    - 5.5.1.2. the person dies
    - 5.5.1.3. the person's membership of the corporation is cancelled in accordance with rules 5.7.1 to 5.7.4.
  - 5.5.2. A person ceases to be a member when the member's name is removed from the register of members as a current member of the corporation.

## 5.6. Resignation of member

- 5.6.1. A member may resign by giving a resignation notice to the corporation.
- 5.6.2. A resignation notice must be in writing.
- 5.6.3. The corporation must remove the member's name from the register of current members of the corporation within 14 days after receiving the resignation notice.

## 5.7. Process for cancelling membership

- 5.7.1. Cancelling membership if member is not or ceases to be eligible
  - 5.7.1.1. The directors may, by special resolution at a general meeting, cancel the membership of a member if the member:
    - 5.7.1.1.1. is not eligible for membership or
    - 5.7.1.1.2. has ceased to be eligible for membership.
  - 5.7.1.2. Before cancelling the membership, the directors must give the member notice in writing to the member's last known postal and email addresses, as soon as possible after the special resolution is passed, stating that:
    - 5.7.1.2.1. the directors intend to cancel the membership for the reasons specified in the notice, and
    - 5.7.1.2.2. the member has 14 days to object to the cancellation of the membership, and
    - 5.7.1.2.3. the objection must be in writing.
  - 5.7.1.3. If the member does not object, the directors must cancel the membership by passing a resolution at a directors' meeting.
  - 5.7.1.4. If the member does object as set out in rule 5.7.1.2.3:
    - 5.7.1.4.1. the directors must not cancel the membership
    - 5.7.1.4.2. the reasons for seeking to cancel the membership, and the member's objection must be considered by the membership at a general meeting (or the process for removing a member must follow the same process as that for members removing a director (rule 8.10.1.4)).
    - 5.7.1.4.3. only the membership, by resolution in general meeting may cancel the membership.
  - 5.7.1.5. If a membership is cancelled, the directors must give the former member notification of the resolution (being either the resolution of the directors or the resolution of the general meeting), in writing, to the former member's last known postal and email addresses, as soon as possible after it has been passed.

- 5.7.2. Membership may be cancelled if member cannot be contacted
  - 5.7.2.1. The membership may be cancelled by special resolution in a general meeting if the corporation:
    - 5.7.2.1.1. has not been able to contact that member at their postal address, email or phone number entered on the register of members for a continuous period of three years before the meeting and
    - 5.7.2.1.2. has made two or more reasonable attempts to contact the member by more than one modality during that 3-year period but has been unable to.
  - 5.7.2.2. If the corporation cancels the membership, the directors must send that person a notification of the resolution at their last known address, as soon as possible after the resolution has been passed.
- 5.7.3. Membership may be cancelled if a member is not an Aboriginal and Torres Strait Islander person.
  - 5.7.3.1. If rule 5.2.2 includes an eligibility requirement that an individual be an Aboriginal and Torres Strait Islander person, membership may be cancelled if member is not an Aboriginal and Torres Strait Islander person.
  - 5.7.3.2. The corporation, by special resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that member is not an Aboriginal or Torres Strait Islander person.
  - 5.7.3.3. If the corporation cancels a person's membership under this rule, the directors must give that person a notification of the resolution, as soon as possible after it has been passed.
- 5.7.4. Membership may be cancelled if a member misbehaves
  - 5.7.4.1. The corporation may cancel the membership by special resolution in a general meeting if the general meeting is satisfied that member has behaved in a way that significantly interfered with the operation of the corporation or of corporation meetings.
  - 5.7.4.2. The process for cancelling membership must be as detailed in rules 5.7.1.2, 5.7.1.3, 5.7.1.4 and 5.7.1.5
- 5.7.5. Amending register of members after a membership is cancelled
  - 5.7.5.1. Within 14 days of a member's membership being cancelled, the corporation must remove their name from the register of current members of the corporation.



## 5.8. Different categories of members

### 5.8.1. The corporation has three categories of members

#### 5.8.1.1. The first category of members are *Trainees*

5.8.1.1.1. *Trainees* are members who are training towards Fellowship of the Australian College of Rural and Remoted Medicine or the Royal Australian College of General Practitioners

5.8.1.1.2. *Trainees* have unrestricted voting rights.

#### 5.8.1.2. The second category of members are *New Fellows*.

5.8.1.2.1. *New Fellows* are members who have achieved Fellowship of either the Australian College of Rural and Remoted Medicine or the Royal Australian College of General Practitioners within the last five years and have continuing GP specialist registration.

5.8.1.2.2. *New Fellows* have unrestricted voting rights.

#### 5.8.1.3. The third category of members are *Fellows*.

5.8.1.3.1. *Fellows* are members who have achieved Fellowship by specialist registration and continue to be registered by the Australian College of Rural and Remoted Medicine or the Royal Australian College of General Practitioners for five years or more.

5.8.1.3.2. *Fellows* have no voting rights.

## 5.9. Observers

The corporation allows observers.

5.9.1. Observers must be approved by the board

5.9.2. Any member wishing to have an Observer present must submit a written request to the chair, detailing:

5.9.2.1. reason for the Observer's attendance, and

5.9.2.2. period of time or number of meetings the request relates to.

5.9.3. The request will be considered in accordance with the requirements of rule 7.5.

## 6. Registers of Members and Former Members

6.1. Corporation to maintain register of members

The corporation must set up and maintain a register of members.

6.2. Information on the register of members

6.2.1. Information about individuals

6.2.1.1. The register of members must contain the following information about individual members:

6.2.1.1.1. the member's name (given and family name) and address. The register may also contain any other name by which the member is or was known.

6.2.1.1.2. the date on which the member's name was entered on the register.

- 6.3. Corporation to maintain register of former members
  - 6.3.1. The corporation must set up and maintain a register of former members.
  - 6.3.2. The corporation may maintain the register of former members in one document with the register of members.
- 6.4. Information on the register of former members
  - 6.4.1. Information about individuals

The register of former members must contain the following information about each individual who stopped being a member within the last 7 years:

    - 6.4.1.1. the member's name (given and family name) and address. The register may also contain any other name by which the individual is or was known.
    - 6.4.1.2. the date on which the individual stopped being a member.
- 6.5. Location and inspection of registers of members and former members
  - 6.5.1. Location of registers

The corporation must keep the register of members and the register of former members at:

    - 6.5.1.1. the corporation's document access address if it is a small or medium corporation.
    - 6.5.1.2. the corporation's registered address if it is a large corporation.
  - 6.5.2. Right to inspect registers
    - 6.5.2.1. The register of members and register of former members must be open for inspection by any person, and any person has a right to inspect the registers.
    - 6.5.2.2. If a register is kept on a computer, the corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the corporation agree that the person can access the information by computer).
  - 6.5.3. Inspection fees
    - 6.5.3.1. A member may inspect the registers without charge.
    - 6.5.3.2. A person who is not a member may inspect the registers only on payment of any fee required by the corporation.
  - 6.5.4. Right to get copies

The corporation must give a person a copy of the registers (or a part of either register) within 7 days (or such longer period as the Registrar may allow) if the person:

    - 6.5.4.1. asks for the copy, and
    - 6.5.4.2. pays any fee (up to the prescribed amount) required by the corporation.

- 6.6. Making register of members available at AGM
- The corporation must:
- 6.6.1. make the register of members available for inspection (without charge) by members at the AGM
- 6.6.2. ask each member attending the AGM to check and update their entry.
- 6.7. Provision of registers to Registrar
- If the Registrar requests a copy of the register of members, or the register of former members, it must be provided within 14 days or such longer period as the Registrar specifies.

## **7. Annual General Meetings (AGMs) and General Meetings**

- 7.1. AGMs
- 7.1.1. Holding AGMs
- 7.1.1.1. The corporation must hold an AGM within 5 months after the end of its financial year.
- 7.1.1.2. If the corporation has only 1 member, it is not required to hold an AGM.
- 7.1.2. Extension of time for holding AGMs
- 7.1.2.1. The corporation may apply to the Registrar to extend the period within which the corporation must hold an AGM, provided the application is made before the end of that period.
- 7.1.2.2. If the Registrar grants an extension, the corporation must hold its AGM within the extended period specified by the Registrar.
- 7.1.3. Business of AGM
- The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
- 7.1.3.1. confirmation of the minutes of the previous annual general meeting, except at the first AGM
- 7.1.3.2. the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM
- 7.1.3.3. the election of directors
- 7.1.3.4. the appointment and remuneration of the auditor (if any)
- 7.1.3.5. checking of details on the register of members as detailed in rule 6.6.2
- 7.1.3.6. asking questions about management of the corporation and asking questions of the corporation's auditor (if any) as detailed in rule 7.16.
- 7.2. Attendance at general meetings
- 7.2.1. The chair may allow any person, excluding an attorney, to attend general meetings in an observer capacity.
- 7.2.2. Observers cannot propose or vote on resolutions.

7.2.3. Observers cannot participate in discussions or ask questions without the permission of the chair.

7.3. General meetings

The corporation must hold its first general meeting within 3 months after the corporation is registered.

7.3.1. Purpose of general meeting

A general meeting must be held for a proper purpose.

7.3.2. Time and place of general meeting

7.3.2.1. A general meeting must be held at a reasonable time and place.

7.3.2.2. If the directors change the place of a general meeting, notice of the change must be given to each person who is entitled to receive it.

7.3.3. Business of general meeting

The business at each general meeting must include:

7.3.3.1. confirmation of the minutes of the previous general meeting

7.3.3.2. all matters set out in the notice of the general meeting.

7.4. Calling general meetings

7.4.1. Director may call meetings

A director may call a general meeting of the corporation by passing a resolution in a directors' meeting or by circulating resolution.

7.4.2. Members may ask directors to call general meetings

7.4.2.1. The directors must call and arrange to hold a general meeting on the request of at least the required number of members.

<b>Number of members in corporation</b>	<b>Number of members required</b>
2 to 10	1
11 to 20	3
21 to 50	5
51 members or more	10% of members

7.4.2.2. A request under rule 7.4.2.1 must:

7.4.2.2.1. be in writing

7.4.2.2.2. state any resolution to be proposed at the meeting

7.4.2.2.3. be signed by the members making the request

7.4.2.2.4. nominate a member to be the contact member on behalf of the members making the request

7.4.2.2.5. be given to the corporation.

7.4.2.3. Separate copies of a document setting out a request under rule 7.4.2.1 may be used for signing by members if the wording of the request is identical in each copy.

- 7.4.3. Directors may apply to deny a members' request to call a general meeting
  - 7.4.3.1. If the directors resolve:
    - 7.4.3.1.1. that a request under rule 7.4.2 is frivolous or unreasonable, or
    - 7.4.3.1.2. that complying with a request under rule 7.4.2 would be contrary to the interests of the members as a whole,
    - 7.4.3.1.3. a director, on behalf of all of the directors, must apply to the Registrar for permission to deny the request.
  - 7.4.3.2. An application to the Registrar to deny a request for a general meeting must:
    - 7.4.3.2.1. be in writing
    - 7.4.3.2.2. set out the ground on which the application is made
    - 7.4.3.2.3. be made within 21 days after the request was made.
  - 7.4.3.3. The directors must, as soon as possible after making an application, give the contact member (see 7.4.2.2.4) notice that an application to the Registrar to deny the meeting request has been made.
- 7.4.4. Timing for a requested general meeting
  - 7.4.4.1. The directors must call the meeting within 21 days after the request was sent to them, unless a request to deny the meeting has been made to the Registrar in accordance with rule 7.4.3.
    - 7.4.4.1.1. If application to deny a members' request to call a general meeting is refused by the Registrar, the directors must call the general meeting within 21 days after being notified of the Registrar's decision.
- 7.5. Requirement for notice of general meeting
  - 7.5.1. Notice for general meeting
    - 7.5.1.1. At least 21 days notice must be given of a general meeting.
    - 7.5.1.2. The corporation:
      - 7.5.1.2.1. may call an AGM on shorter notice, if all the members agree beforehand
      - 7.5.1.2.2. may call any other general meeting on shorter notice, if at agreed beforehand by at least 95% of members
    - 7.5.1.3. At least 21 days notice must be given of any meeting at which a resolution will be moved to:
      - 7.5.1.3.1. remove a director
      - 7.5.1.3.2. appoint a director in place of a director removed or
      - 7.5.1.3.3. remove an auditor.
    - 7.5.1.4. Shorter notice cannot be given for these kinds of meetings.

- 7.5.2. Requirement to give notice of general meeting to members, officers and observers
  - 7.5.2.1. The corporation must give written notice of a general meeting to the following people:
    - 7.5.2.1.1. each member
    - 7.5.2.1.2. each director
    - 7.5.2.1.3. the secretary (if any)
    - 7.5.2.1.4. the contact person (if any)
    - 7.5.2.1.5. any observer entitled to attend the meeting.
  - 7.5.2.2. The corporation must give written notice of meeting to each member. This can be personally delivered or sent by post, email, fax or other electronic means nominated by the member.
    - 7.5.2.2.1. The preferred method of communication is email.
  - 7.5.2.3. A notice of meeting:
    - 7.5.2.3.1. given personally is taken to be received on the day it is delivered
    - 7.5.2.3.2. sent by post is taken to be received 3 business days after it is posted
    - 7.5.2.3.3. sent by email, fax, or other electronic means, is taken to be received on the business day after it is sent.
- 7.5.3. Requirement to give notice of general meeting and other communications to auditor.
 

The corporation must give its auditor (if any):

  - 7.5.3.1. notice of a general meeting in the same way that a member is entitled to receive notice
  - 7.5.3.2. any other communications relating to the general meeting that a member is entitled to receive.
- 7.5.4. Contents of notice of general meeting
  - 7.5.4.1. A notice of general meeting must:
    - 7.5.4.1.1. set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this)
    - 7.5.4.1.2. state the meeting's business
    - 7.5.4.1.3. if a special resolution is to be proposed at the meeting, set out the intention to propose it and state the exact wording of it
    - 7.5.4.1.4. if a member is entitled to appoint a proxy, contain a statement setting out:
      - 7.5.4.1.4.1. that the member has a right to appoint a proxy
      - 7.5.4.1.4.2. that the proxy needs to be a member of the corporation

- 7.5.4.1.5. The information included in a notice of general meeting must be worded and presented clearly and concisely.
- 7.6. Failure to give notice
  - A general meeting, or any proceeding at a meeting, will not be invalid because:
    - 7.6.1. a member has not received the notice.
- 7.7. Members' resolutions
  - 7.7.1. Notice of members' resolutions
    - 7.7.1.1. If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the corporation by at least the required number of members under rule 7.4.2.1.
    - 7.7.1.2. A notice of a members' resolution must:
      - 7.7.1.2.1. be in writing
      - 7.7.1.2.2. set out the wording of the proposed resolution
      - 7.7.1.2.3. be signed by the members proposing to move the resolution.
      - 7.7.1.2.4. separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
  - 7.7.2. Consideration of members' resolutions
    - 7.7.2.1. If the corporation has been given notice of a members' resolution for consideration at a general meeting, it must be considered at the next general meeting that occurs more than 28 days after the notice is given.
    - 7.7.2.2. If the corporation has been given notice of a members' resolution for consideration at an AGM, it must be considered at the next AGM that occurs more than 28 days after the notice is given.
    - 7.7.2.3. The corporation must give all its members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a general meeting.
    - 7.7.2.4. The corporation does not have to give notice of a resolution if it is defamatory.
  - 7.7.3. Members' statements to be distributed
    - 7.7.3.1. Members may ask the corporation to give all its members a statement about:
      - 7.7.3.1.1. a resolution that is proposed to be moved at the general meeting or
      - 7.7.3.1.2. any other matter that may be considered at that general meeting.

7.7.3.2. This request must be:

7.7.3.2.1. made in writing by at least the required number of members specified under rule 7.4.2.1

7.7.3.2.2. signed by the members making the request

7.7.3.2.3. given to the corporation.

7.7.3.3. Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

7.7.3.4. After receiving a request, the corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant general meeting.

7.7.3.5. The corporation does not have to comply with a request to distribute a statement if it is defamatory.

7.8. Quorum for general meetings

7.8.1. Quorum

2 to 30 members = 2 members

31 to 90 members = 5 members

91 members or more = 10 members

7.8.2. Quorum to be present

7.8.2.1. A quorum must be present at all times during the meeting.

7.8.2.2. In determining whether a quorum is present, individuals attending as proxies will be counted as follows:

7.8.2.2.1. if a member has appointed more than 1 proxy or representative, only 1 of them will be counted, and

7.8.2.2.2. if an individual is attending both as a member and as a proxy, counting that individual only once.

7.8.3. Adjourned meeting where no quorum

7.8.3.1. A meeting of the corporation's members that does not have a quorum present within 1 hour after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the directors specify otherwise.

7.8.3.2. If no quorum is present at the resumed meeting within 1 hour after the time for the meeting, the meeting is dissolved.

7.9. Chairing general meetings

7.9.1. Meetings are to be chaired by the director who holds the title of Chair of IGPTN

7.9.2. The members at a general meeting must elect a member present to chair the meeting (or part of it) if:

7.9.2.1. the directors have not already elected a chair, or

7.9.2.2. the Chair of IGPTN, or an alternative previously elected chair is not available, or does not want to chair the meeting.



- 7.9.3. The chair must adjourn a general meeting if the majority of members present agree or direct that the chair to do so.
- 7.10. Use of technology for general meetings  
The corporation may hold a general meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- 7.11. Auditor's right to be heard at general meetings
  - 7.11.1. If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation.
  - 7.11.2. The auditor is entitled to be heard at the general meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.
  - 7.11.3. The auditor is entitled to be heard even if:
    - 7.11.3.1. the auditor retires at that meeting, or
    - 7.11.3.2. that meeting passes a resolution to remove the auditor from office.
  - 7.11.4. The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.
- 7.12. Voting at general meetings
  - 7.12.1. Entitlement to vote
    - 7.12.1.1. At a general meeting, any member entitled to vote has 1 vote, both on a show of hands and a poll.
    - 7.12.1.2. In the event of a tied vote, the chair, regardless of whether they have been a Fellow for more than five years, has a casting vote, in addition to, any vote they have as a member.
  - 7.12.2. Objections to right to vote  
A challenge to a right to vote at a meeting:
    - 7.12.2.1. may only be made at the meeting, and
    - 7.12.2.2. must be determined by the chair, whose decision is final.
  - 7.12.3. How voting is carried out
    - 7.12.3.1. A resolution put to the vote at a general meeting must be decided by simple majority on a show of hands unless a poll is demanded.
    - 7.12.3.2. Before a vote is taken the chair must inform the meeting whether any proxy votes have been received
    - 7.12.3.3. On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.
  - 7.12.4. Matters on which members can demand a poll
    - 7.12.4.1. At a general meeting, a poll may be demanded on any resolution.

- 7.12.4.2. A demand for a poll may be withdrawn.
- 7.12.5. When members can demand a poll
  - 7.12.5.1. At a general meeting, a poll may be demanded by:
    - 7.12.5.1.1. any member entitled to vote on the resolution
    - 7.12.5.1.2. the chair.
  - 7.12.5.2. The poll may be demanded:
    - 7.12.5.2.1. before a vote is taken
    - 7.12.5.2.2. before the voting results on a show of hands are declared, or
    - 7.12.5.2.3. immediately after the voting results on a show of hands are declared.
- 7.12.6. When and how polls must be taken
  - 7.12.6.1. At a general meeting, a poll on the election of a chair or on the question of an adjournment must be taken immediately.
  - 7.12.6.2. At a general meeting, a poll demanded on other matters must be taken when and in the manner the chair directs.
- 7.13. Resolutions without a general meeting (circulating resolution)
  - 7.13.1. The corporation may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution are sent the resolution, and a majority of voting members sign a document stating that they are in favour of it.
  - 7.13.2. The corporation may pass a special resolution without a general meeting being held if all the members entitled to vote on the resolution are sent the special resolution, and at least 75% of the members sign a document stating that they are in favour of it.
  - 7.13.3. Auditors cannot be removed by a resolution without a general meeting.
  - 7.13.4. Separate copies of a document under rules 7.13.1 and 7.13.2 may be used for signing by members if the wording of the resolution and statement is identical in each copy.
  - 7.13.5. A resolution under rules 7.13.1 and 7.13.2 is passed when the last member signs.
  - 7.13.6. The corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the CATSI Act:
    - 7.13.6.1. *to give members information or a document relating to the resolution*—by giving members that information or document with the document to be signed
    - 7.13.6.2. *to lodge with the Registrar a copy of a notice of meeting to consider the resolution*—by lodging a copy of the document to be signed by members with the Registrar
    - 7.13.6.3. *to lodge a copy of a document that accompanies a notice of meeting to consider the resolution*—by lodging a copy of the information or documents with the Registrar

- 7.13.7. The passage of the resolution satisfies any requirement in the CATSI Act, or the corporation's rules, that the resolution be passed at a general meeting.
- 7.13.8. This rule does not affect any rule of law relating to the assent of members not given at a general meeting.
- 7.14. Proxies at general meetings
  - 7.14.1. Who may appoint a proxy
    - 7.14.1.1. A member who is entitled to attend and cast a vote at a general meeting may appoint a person as proxy to attend and vote for them at the meeting.
    - 7.14.1.2. The person appointed as a member's proxy must be a member entitled to vote.
    - 7.14.1.3. The appointment may specify the proportion or number of votes that the proxy may exercise if the person appointing the proxy has more than one vote.
    - 7.14.1.4. A person appointed by a member as their attorney under a power of attorney may not give a proxy to another member to attend general meetings and vote for them.
  - 7.14.2. Rights of proxies
    - 7.14.2.1. Subject to this rule, a proxy appointed to attend and vote for a member has the same rights as the member:
      - 7.14.2.1.1. to speak at the meeting
      - 7.14.2.1.2. to vote (but only to the extent allowed by the appointment)
      - 7.14.2.1.3. to a demand for a poll.
    - 7.14.2.2. A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting.
    - 7.14.2.3. A person may exercise proxies for no more than three members. However, a contravention of this rule does not affect the validity of the votes cast.
  - 7.14.3. Appointing a proxy
    - 7.14.3.1. An appointment of a proxy is valid if it is signed, or otherwise authenticated as prescribed by the CATSI regulations, by the member making the appointment and contains the following information:
      - 7.14.3.1.1. the member's name and address
      - 7.14.3.1.2. the proxy's name
      - 7.14.3.1.3. the meetings at which the appointment may be used.
    - 7.14.3.2. An undated appointment is taken to have been dated on the day it is given to the corporation.

- 7.14.3.3. An appointment may specify the way the proxy is to vote on a particular resolution.
    - 7.14.3.3.1. the specification of the way the proxy is to vote does not affect how the member casts their own vote
  - 7.14.3.4. A person who contravenes this rule commits an offence under the Act, but only if the person's appointment as a proxy resulted from the corporation sending to members:
    - 7.14.3.4.1. a list of persons willing to act as proxies, or
    - 7.14.3.4.2. a proxy appointment form holding the person out as being willing to act as a proxy.
  - 7.14.3.5. An appointment of a proxy does not have to be witnessed.
  - 7.14.3.6. A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 7.14.4. Receipt of proxy documents
- 7.14.4.1. For an appointment of a proxy for a meeting of members to be effective, the following documents must be received by the corporation at least 48 hours before the meeting:
    - 7.14.4.1.1. the proxy's appointment
    - 7.14.4.1.2. if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.
  - 7.14.4.2. If a meeting has been adjourned an appointment and any authority received by the corporation at least 48 hours beforehand is still valid when the meeting resumes.
  - 7.14.4.3. The period of notice for appointing proxies may be reduced.
- 7.15. Questions at AGMs
- 7.15.1. Questions and comments by members on corporation management at AGM  
The chair of an AGM must give members a reasonable opportunity to ask questions about or make comments on the management of the corporation.
  - 7.15.2. Questions by members of auditors at AGM  
If the corporation's auditor or the auditor's representative is at an AGM, the chair of the meeting must give members a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:
    - 7.15.2.1. the conduct of the audit
    - 7.15.2.2. the preparation and content of the auditor's report
    - 7.15.2.3. the accounting policies adopted by the corporation in the preparation of the financial statements
    - 7.15.2.4. the independence of the auditor in relation to the conduct of the audit.
- 7.16. Adjourned meetings
- 7.16.1. When resolution passed after adjournment of meeting  
A resolution passed at a general meeting resumed after an adjournment is passed on the day it was passed.

- 7.16.2. Business at adjourned meetings  
Only unfinished business is to be transacted at a general meeting resumed after an adjournment.
- 7.16.3. Re-notification of adjourned meeting  
If a general meeting is adjourned for 30 days or more, at least 21 days' notice must be given to the members, directors, auditor and the secretary or contact person of the day, time and place of when the general meeting will be resumed.

## **8. Directors and Officer bearers of the Corporation**

### 8.1. Numbers of directors

#### 8.1.1. Minimum number of directors

- 8.1.1.1. The corporation must not have less than 3 directors.

#### 8.1.2. Maximum number of directors

- 8.1.2.1. The corporation must not have more than 9 directors.

#### 8.1.3. Board composition

##### 8.1.3.1. The board of directors will include:

##### 8.1.3.1.1. a Chair, who

- 8.1.3.1.1.1. acts of the head of the board and the corporation

- 8.1.3.1.1.2. must have achieved Fellowship of either ACRRM or RACGP within the last five years and have continuing GP specialist registration, or successfully completed all Fellowship requirements and is awaiting official Fellowship of ACRRM or RACGP.

- 8.1.3.1.1.3. can only be elected as chair within five years of graduating to specialist Fellowship in General Practice or Rural Generalism

- 8.1.3.1.1.4. may serve for a maximum of two terms of two years as chair if reappointed

- 8.1.3.1.1.5. must specify an intention to nominate as chair when seeking board election

- 8.1.3.1.1.6. must not be the Chief Executive Officer of the corporation,

##### 8.1.3.1.2. may include the Immediate Past Chair who:

- 8.1.3.1.2.1. is only eligible for appointment as Immediate Past Chair in the two years following a term as Chair of the corporation and can hold this position for no more than two years.

- 8.1.3.1.2.2. must specify an intention to nominate as Immediate Past Chair when seeking board election

- 8.1.3.1.3. will include a maximum of five general director positions made up of:
    - 8.1.3.1.3.1. at least one, and no more than three directors elected from the Trainee category,
    - 8.1.3.1.3.2. one director elected from the New Fellow category, and
    - 8.1.3.1.3.3. one director elected from the Fellow category
  - 8.1.3.1.4. an option for no more than two or 40% of the board (whichever is less) independent or specialist non-member directors.
  - 8.1.3.1.5. It is the intention of the corporation for the board to represent diversity of experience, skills and communities.
- 8.2. Eligibility to be a director
- 8.2.1. Eligibility for appointment as a director (other than an independent director)
    - 8.2.1.1. An individual is eligible for appointment as a director (other than an independent director) if
      - 8.2.1.1.1. they are a member of the corporation
  - 8.2.2. An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6–5 of the Act may only be appointed as a director of the corporation if the appointment is made:
    - 8.2.2.1.1. with permission granted by the Registrar, or
    - 8.2.2.1.2. with leave granted by the court.
  - 8.2.3. Majority of director requirements
    - 8.2.3.1. A majority of directors must ordinarily reside in Australia.
    - 8.2.3.2. A majority of the directors must be members.
    - 8.2.3.3. A majority of the directors must not be employees of the corporation.
  - 8.2.4. Consent to act as director
    - 8.2.4.1. Before a person may be appointed as a director, that person must give the corporation a signed consent to act as a director of the corporation.
    - 8.2.4.2. The corporation must keep the consent.
- 8.3. Directors on registration  
A person becomes a director, secretary or contact person of the corporation on registration of the corporation if the person is specified in the application for registration and they have given their consent.
- 8.4. Becoming a director by appointment
- 8.4.1. The corporation may appoint a member as a director by resolution passed in general meeting.
  - 8.4.2. If there is a casual vacancy in the directorship, the other directors can pass a resolution in a director’s meeting to fill the vacancy.

- 8.4.2.1. The person filling the casual vacancy must meet all director eligibility requirements and any criteria that apply to the particular vacancy.
  - 8.4.2.2. The term of the casual vacancy is the balance of the term remaining on the vacant position.
  - 8.4.2.3. The appointment to a casual vacancy must be confirmed by resolution at the next general meeting.
    - 8.4.2.3.1. If the resolution is not supported, the position is declared vacant at the end of the general meeting.
- 8.5. Term of appointment
- 8.5.1. If the application for registration of the corporation identifies a director who is to be appointed for only one year, that appointment ends at the first AGM that occurs more than one year after the date of the corporation's registration.
  - 8.5.2. Subject to rule 8.5.3 a director must not be appointed for more than two years.
  - 8.5.3. If the terms of appointment of all of the directors of the corporation expire so that there are no directors at a particular time, the terms are extended until the next general meeting that occurs after the last director's appointment has expired.
  - 8.5.4. Directors can serve a maximum of three terms as a general director provided:
    - 8.5.4.1. no more than two consecutive terms are served
    - 8.5.4.2. no more than two terms are served in the same category (Trainee, New Fellow or Fellow)
  - 8.5.5. The number of terms served as a general director does not impact on the rules associated with board positions as Chair or Immediate past Chair.
- 8.6. Rotation of directors
- 8.6.1. Directors will be elected on rotation for a two-year term, so that the appointment of half of the directors expires each year.
  - 8.6.2. To implement the rotational system:
    - 8.6.2.1.1. the directors of the corporation on registration of the corporation will only hold office until the first AGM of the corporation and will be eligible for re-appointment
    - 8.6.2.1.2. at the first AGM of the corporation:
      - 8.6.2.1.2.1. half of the directors will be appointed for a term of two years and
      - 8.6.2.1.2.2. the other half of the directors will be appointed for a term of one year and
        - 8.6.2.1.2.2.1. these directors can nominate for a one year term or
        - 8.6.2.1.2.2.2. these directors are chosen by ballot.

- 8.6.2.1.3. at subsequent AGMs of the corporation, the appointment of any directors at that AGM will be for two years
- 8.7. Independent, Specialist and Alternate directors
  - 8.7.1. Independent and specialist directors
    - 8.7.1.1. Independent or specialist directors can be appointed to bring specific skills to the corporation's board
    - 8.7.1.2. Independent or specialist directors cannot be members or employees of the corporation
    - 8.7.1.3. An independent or specialist director can be appointed by passing a resolution in a directors meeting or by circulating a resolution
    - 8.7.1.4. An independent or specialist director must give consent in writing to become a director
    - 8.7.1.5. The term of an independent director must be specified in the resolution which appoints them, up to a maximum of two years, and they may be reappointed.
  - 8.7.2. Alternate directors
    - 8.7.2.1. The corporation does not allow alternate directors.
- 8.8. How a person ceases to be a director
  - 8.8.1. A person ceases to be a director if:
    - 8.8.1.1. the person dies
    - 8.8.1.2. the person resigns as a director as provided for in rule 8.9
    - 8.8.1.3. the term of the person's appointment as a director expires
    - 8.8.1.4. the person is removed as a director by the members as provided for in rule 8.10.1
    - 8.8.1.5. the person is removed as a director by the other directors as provided for in rule 8.10.2, or
    - 8.8.1.6. the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6–5 of the Act, unless:
      - 8.8.1.6.1. permission is granted by the Registrar, or
      - 8.8.1.6.2. with leave granted by the court.
- 8.9. Resignation of a director
  - 8.9.1. A director may resign as a director by giving notice of resignation to the corporation.
  - 8.9.2. A notice of resignation must be in writing.



## 8.10. Process for removing a director

### 8.10.1. Removal by members

8.10.1.1. The corporation may, by resolution in general meeting, remove a director from office despite anything in:

8.10.1.1.1. the corporation's constitution

8.10.1.1.2. an agreement between the corporation and the director concerned, or

8.10.1.1.3. an agreement between any or all members of the corporation and the director concerned.

8.10.1.2. A notice of intention to move a resolution to remove a director must be given to the corporation at least 21 days before the meeting is to be held. However, if the corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.

8.10.1.3. The corporation must give the director concerned a copy of the notice as soon as possible after it is received.

8.10.1.4. The director concerned is entitled to put his or her case to members by:

8.10.1.4.1. giving the corporation a written statement for circulation to members and/or

8.10.1.4.2. speaking to the motion at the meeting (whether or not the director concerned is a member).

8.10.1.5. The corporation is to circulate the written statement given under rule 8.10.1.4 to members by:

8.10.1.5.1. sending a copy to everyone to whom notice of the meeting is sent if there is time to do so, or

8.10.1.5.2. if there is not time to comply with rule 8.10.1.5.1, having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.

8.10.1.6. The written statement given under rule 8.10.1.4 does not have to be circulated to members if it is defamatory.

8.10.1.7. If a person is appointed to replace a director removed under this rule, the time at which:

8.10.1.7.1. the replacement director, or

8.10.1.7.2. any other director,

is to retire is to be worked out as if the replacement director had become a director on the day on which the replaced director was last appointed a director.

### 8.10.2. Removal by other directors

8.10.2.1. The only ground on which the directors may remove a director from office is that they fail without reasonable excuse to attend 3 or more consecutive directors' meetings. The directors may remove a director by resolution.

- 8.10.2.2. Rule 8.10.2.1 operates despite anything in:
  - 8.10.2.2.1. the corporation's constitution
  - 8.10.2.2.2. an agreement between the corporation and the director concerned, or
  - 8.10.2.2.3. an agreement between any or all members and the director concerned.
- 8.10.2.3. Before removing the director concerned, the directors must give the director concerned notice in writing:
  - 8.10.2.3.1. stating that the directors intend to remove the director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive directors' meetings
  - 8.10.2.3.2. stating that the director concerned has 14 days to object in writing to the removal
- 8.10.2.4. If the director concerned does not object, the directors must remove the director concerned.
- 8.10.2.5. If the director concerned does object:
  - 8.10.2.5.1. the directors cannot remove the director concerned
  - 8.10.2.5.2. the corporation, by resolution in general meeting, may remove the director in accordance with rule 8.10.1.
- 8.10.2.6. If the director concerned is removed, the corporation must give them a notification of the resolution as soon as possible after the resolution has been passed.
- 8.10.2.7. If a person is appointed to replace a director removed under this rule, the time at which:
  - 8.10.2.7.1. the replacement director or
  - 8.10.2.7.2. any other director,

is to retire is to be worked out as if the replacement director had become director on the day when the replaced director was last appointed a director
- 8.11. Notification of directors
  - 8.11.1. The corporation must notify the Registrar, within 28 days, of any appointments, removal or replacement of directors.
  - 8.11.2. The corporation must notify the Registrar, within 28 days, of any changes to directors contact details.
- 8.12. Officer bearers of the corporation will include:
  - 8.12.1. Chair, elected by the members
  - 8.12.2. Deputy Chair, elected from and by the board
  - 8.12.3. Other office bearers as deemed necessary by the board, elected from and by the board.
  - 8.12.4. Board appointed office bearers are elected for a period of two years. They are eligible for reappointment.

## 9. General Duties

### 9.1. General duties

- 9.1.1. The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These may include, for example:
  - 9.1.1.1. a duty of care and diligence
  - 9.1.1.2. a duty of good faith
  - 9.1.1.3. a duty of disclosure of conflicts of interest, including material personal interests (see rule 10.2)
  - 9.1.1.4. a duty not to improperly use position or information
  - 9.1.1.5. a duty to prevent insolvent trading.
- 9.1.2. The directors will be liable for debts and other obligations incurred by the corporation while acting, or purporting to act, as trustee.

## 10. Functions, Powers and Duties of Directors

### 10.1. Powers of directors

- 10.1.1. The business of the corporation is to be managed by or under the direction of the directors.
- 10.1.2. The directors may exercise all the powers of the corporation except any that the Act or the corporation's constitution requires the corporation to exercise in general meeting.

### 10.2. Duty of director to disclose conflict of interest and material personal interests

- 10.2.1. Directors must declare any conflict of interest in corporation matters.
  - 10.2.1.1. This includes, but is not limited to, material personal interests.
- 10.2.2. A director does not need to give notice of an interest under rule 10.2.1 if:
  - 10.2.2.1. the interest:
    - 10.2.2.1.1. arises because the director is a member and is held in common with the other members
    - 10.2.2.1.2. arises in relation to the director's remuneration as a director
    - 10.2.2.1.3. relates to a contract the corporation is proposing to enter into that is subject to approval by the members and will not impose any obligation on the corporation if it is not approved by the members
  - 10.2.2.2. all the following conditions are satisfied:
    - 10.2.2.2.1. the director has already given notice of the nature and extent of the interest and its relation to the affairs of the corporation under rule 10.2.1
    - 10.2.2.2.2. if a person who was not a director when the notice under rule 10.2.1 was given is appointed as a director,

- 10.2.2.2.3. the nature or extent of the interest has not materially increased above that disclosed in the notice or
    - 10.2.2.3. the director has given a standing notice of the nature and extent of the interest and that notice is still effective.
  - 10.2.3. The notice required by rule 10.2.1 must:
    - 10.2.3.1. give details of:
      - 10.2.3.1.1. the nature and extent of the interest
      - 10.2.3.1.2. the relation of the interest to the affairs of the corporation
    - 10.2.3.2. be given at a directors' general meeting as soon as possible after the director becomes aware of their interest in the matter
    - 10.2.3.3. The details must be recorded in the minutes of the meeting.
  - 10.2.4. A contravention of this rule 10.2 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
  - 10.2.5. A director who has a conflict of interest must not:
    - 10.2.5.1. be present at a meeting while the matter in question is being considered
    - 10.2.5.2. vote on the matter
      - unless they have been granted approval by:
    - 10.2.5.3. the other directors that do not have a conflict of interest passing a resolution or
    - 10.2.5.4. the Registrar in writing.
- 10.3. Remuneration
  - 10.3.1. At the time of incorporation, directors are not remunerated for their role as a director.
  - 10.3.2. Any decision to remunerate directors in return for services provided in governing the corporation will require:
    - 10.3.2.1. consideration of the financial capacity of the corporation, and
    - 10.3.2.2. Consideration of any requirements of organisations or individuals providing financial support to the organisation, and
    - 10.3.2.3. a special resolution approved by members
  - 10.3.3. Rule 10.3.1 does not prevent:
    - 10.3.3.1. a director who is an employee of the corporation from receiving remuneration as an employee of the corporation, or
    - 10.3.3.2. reasonable payments (having regard to the market costs of obtaining similar goods or services) to the director for a contract for goods or services, provided that rule 10.2 has been complied with.

- 10.3.4. The corporation may pay the directors' travelling and other expenses that the directors incur:
  - 10.3.4.1. in attending directors' meetings or any meetings of committees of directors
  - 10.3.4.2. in attending any general meetings of the corporation
  - 10.3.4.3. in connection with the corporation's business.
- 10.4. Negotiable instruments
  - 10.4.1. All negotiable instruments must be sign, drawn, accepted, endorsed or otherwise executed by two directors.
  - 10.4.2. Directors that are authorised to may sign, draw, accept, endorse or otherwise execute a negotiable instruments include:
    - 10.4.2.1. the chair
    - 10.4.2.2. any other director so empowered by resolution of at a general meeting.
  - 10.4.3. The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.
- 10.5. Delegation
  - 10.5.1. The directors may by resolution delegate any of their powers to:
    - 10.5.1.1. a committee of directors
    - 10.5.1.2. a director
    - 10.5.1.3. an employee of the corporation, or
    - 10.5.1.4. any other person.
  - 10.5.2. A delegate must exercise the powers delegated in accordance with any directions of the directors.
  - 10.5.3. The exercise of a power by a delegate is as effective as if the directors had exercised it.
  - 10.5.4. Delegates must report to directors on the exercise of their delegated power.
- 10.6. Member approval needed for related party benefit
  - 10.6.1. For the corporation, or an entity that the corporation controls, to give a financial benefit to a related party of the corporation:
    - 10.6.1.1. the corporation or entity must:
      - 10.6.1.1.1. obtain the approval of the members in the way set out in Division 290 of the CATSI Act, and
    - 10.6.1.2. give the benefit within 15 months after the approval, or the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the CATSI Act.

- 10.6.2. If:
    - 10.6.2.1. the giving of the benefit is required by a contract
    - 10.6.2.2. the making of the contract was approved in accordance with rule 10.6.1.1.1 and
    - 10.6.2.3. the contract was made:
      - 10.6.2.3.1. within 15 months after that approval, or
      - 10.6.2.3.2. before that approval, if the contract was conditional on the approval being obtained,
- member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

## 11. Directors Meetings

- 11.1. Frequency of directors meetings  
The directors will meet at least every three months to ensure the good functioning of the corporation
- 11.2. Calling and giving notice of directors' meetings
  - 11.2.1. The directors will normally determine the date, time and place of each directors' committee meeting at the previous meeting.
  - 11.2.2. A directors' meeting may be called by a director giving reasonable notice individually to every other director.
    - 11.2.2.1. Where possible, the calling of a meeting should be through the chair.
  - 11.2.3. The date, time and place for a directors' meeting must not unreasonably prevent a director attending.
  - 11.2.4. Reasonable notice of each directors' meeting must be given to each director. The notice must state:
    - 11.2.4.1. the date, time and place of the meeting
    - 11.2.4.2. the general nature of the business to be conducted at the meeting
    - 11.2.4.3. any proposed resolutions.
- 11.3. Quorum at directors' meetings  
The quorum for a directors' meeting is a majority of the directors and the quorum must be present at all times during the meeting.
- 11.4. Chairing directors' meetings
  - 11.4.1. Director's meetings are to be chaired by the director who holds the title of Chair of the corporation.
  - 11.4.2. The directors can elect a director present to chair a meeting, or part of it, if:
    - 11.4.2.1. The chair is absent or declines to act as the meeting chair.
    - 11.4.2.2. The directors must decide how long that director will be chair.
    - 11.4.2.3. The directors may also remove a chair by a resolution of directors.

- 11.5. Use of technology
  - A directors' meeting may be called or held using any technology consented to by all the directors.
  - 11.5.1. The type of technology to be used may be set out in the notice for a directors' meeting.
  - 11.5.2. The consent may be a standing one.
  - 11.5.3. A director may only withdraw his or her consent within a reasonable period before the meeting.
- 11.6. Resolutions at directors' meetings
  - 11.6.1. Passing of directors' resolutions
    - 11.6.1.1. A resolution of the directors must be passed by a majority of the votes cast by directors present at the meeting and entitled to vote on the resolution.
    - 11.6.1.2. In the event of a tied vote, the chair, regardless of whether they have been a Fellow for more than five years, has a casting vote if necessary in addition to any vote they have as a director
  - 11.6.2. Circulating resolutions if the corporation has more than one director
    - 11.6.2.1. the directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
    - 11.6.2.2. Separate copies of a document under rule 11.6.2.1 may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
    - 11.6.2.3. A resolution under rule 11.6.2.1 is passed when the last director signs.

## 12. Secretary and Contact Person

- 12.1. Requirements for secretary or contact person
  - 12.1.1. Small and medium corporations have a contact person. Large corporations have a secretary.
  - 12.1.2. Who may be a secretary or contact person
    - 12.1.2.1. Only an individual who is at least 18 years of age may be appointed as a secretary or contact person of the corporation.
    - 12.1.2.2. A person who is disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the CATSI Act may only be appointed as a secretary or contact person if the appointment is made with:
      - 12.1.2.2.1. the Registrar's permission under section 279-30(7) of the CATSI Act, or
      - 12.1.2.2.2. the leave of the court under section 279-35 of the CATSI Act.
  - 12.1.3. Consent to act as secretary or contact person

- 12.1.3.1. The corporation must receive a signed consent from a person to act as secretary or contact person of the corporation, before that person is appointed as secretary or contact person of the corporation
  - 12.1.3.2. The corporation must keep each consent received under rule 12.1.3.1.
- 12.2. Becoming a secretary or a contact person on registration
- 12.2.1. A person becomes a secretary or a contact person of the corporation on registration of the corporation, if the person is specified in the application with his or her consent as a proposed secretary or contact person of the corporation.
  - 12.2.2. The corporation must send the Registrar a contact person's/secretary's details within 28 after they are appointed.
  - 12.2.3. If
    - 12.2.3.1. the corporation is registered as a small or medium corporation and
    - 12.2.3.2. the application for registration does not specify a person to be the contact person for the corporation
    - 12.2.3.3. the applicant becomes the contact person for the corporation on registration.
  - 12.2.4. If:
    - 12.2.4.1. a person is specified in the application for registration of the corporation as the contact person for the corporation
    - 12.2.4.2. that person is specified without his or her consent
    - 12.2.4.3. before registration, the Registrar becomes aware of that fact and
    - 12.2.4.4. the Registrar determines, by notice in writing given to the applicant, that the applicant for registration is the contact person for the corporation on registration,
    - 12.2.4.5. the applicant becomes the contact person for the corporation on registration.
- 12.3. How a secretary or contact person is appointed  
The directors appoint a secretary or contact person.
- 12.4. Terms and conditions of office
- 12.4.1. Terms and conditions of office for secretaries  
A secretary holds office on the terms and conditions (including remuneration) that the directors determine.
  - 12.4.2. Terms and conditions of contact person's appointment  
A contact person's appointment is subject to the terms and conditions (including remuneration) that the directors determine.



## 12.5. Duties of secretary and contact person

- 12.5.1. Contact person must pass on communications received  
While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the contact person, a person:
  - 12.5.1.1. appointed with his or her consent as the contact person, or
  - 12.5.1.2. determined to be the contact person, must pass on to at least one of the directors each communication received by that person for the corporation within 14 days after receiving it.
- 12.5.2. Secretary must pass on communications received  
While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the secretary, a person appointed with his or her consent to be the secretary must pass on to at least one of the directors each communication received by that person for the corporation within 14 days after receiving it.
- 12.5.3. Unless otherwise specified, the appropriate person to pass communications to is the chair.
- 12.5.4. Effectiveness of acts by secretaries
  - 12.5.4.1. An act done by the secretary is effective even if their appointment is invalid because the corporation or secretary did not comply with the corporation's constitution or the Act.
  - 12.5.4.2. Rule 12.5.4.1 does not deal with the question whether an effective act by a secretary: (i) binds the corporation in its dealings with other people or (ii) makes the corporation liable to another person.

## 13. Execution of Document

- 13.1. Agent exercising corporation's power to make contracts etc.
  - 13.1.1. Agent exercising corporation's power to make contracts etc.  
The corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the corporation's express or implied authority and on behalf of the corporation.
  - 13.1.2. Execution of documents (including deeds) by the corporation
    - 13.1.2.1. The corporation may execute a document if the document is signed by:
      - 13.1.2.1.1. two directors
    - 13.1.2.2. The corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rule 13.1.2.1.
    - 13.1.2.3. This rule 13.1.2 does not limit the ways in which the corporation may execute a document (including a deed).

## 14. Finances and Record Keeping

### 14.1. Application of funds and property

- 14.1.1. Subject to the CATSI Act and the corporation's rule book, all funds or property of the corporation not subject to any special trust can be used at the discretion of the directors to carry out the corporation's objectives.
- 14.1.2. Subject to the CATSI Act and the corporation's rule book, no portion of the funds and property of the corporation may be paid or distributed to any member of the corporation.
- 14.1.3. Nothing in rule 14.1.2 is intended to prevent:
  - 14.1.3.1. the payment in good faith of reasonable wages to a member who is an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities of the member as an employee), or
  - 14.1.3.2. reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

### 14.2. Financial Records

#### 14.2.1. Obligation to keep financial records

The corporation must keep written financial records that:

- 14.2.1.1. correctly record and explain its transactions and financial position and performance
- 14.2.1.2. would enable true and fair financial reports to be prepared and audited.

This obligation extends to transactions undertaken as trustee.

#### 14.2.2. The corporation must

- 14.2.2.1. give receipts for all money it receives
- 14.2.2.2. deposit all money received into a corporation bank account
- 14.2.2.3. have at least to people authorised by the directors sign all cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents
- 14.2.2.4. adequate documents to support the nature and purpose of payment made out of the corporation's money
- 14.2.2.5. keep adequate records for all cash withdrawals from the corporation's bank accounts.

#### 14.2.3. Period for which financial records must be retained.

The financial records must be retained for 7 years after the transactions covered by the records are completed.

### 14.3. Minutes of meetings

#### 14.3.1. Obligation to keep minutes

14.3.1.1. The corporation must keep minute books in which it records within one month:

- 14.3.1.1.1. proceedings and resolutions of general meetings
- 14.3.1.1.2. proceedings and resolutions of directors' meetings (including meetings of a committee of directors)
- 14.3.1.1.3. resolutions passed by members without a meeting
- 14.3.1.1.4. resolutions passed by directors without a meeting

14.3.1.2. The minutes of the meeting may be kept:

- 14.3.1.2.1. in writing, or
- 14.3.1.2.2. by means of an audio, or audio-visual, recording.

14.3.1.3. If the minutes of the meeting are kept by means of an audio, or audiovisual, recording of the meeting, the corporation must ensure that, on the recording:

- 14.3.1.3.1. each person attending the meeting states their name and
- 14.3.1.3.2. if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.

14.3.1.4. If the minutes of the meeting are kept in writing, the corporation must ensure that either:

- 14.3.1.4.1. the chair of the meeting, or
- 14.3.1.4.2. the chair of the next meeting,  
signs those minutes within a reasonable time after the first meeting.

14.3.1.5. If the minutes of the meeting are kept by means of an audio, or audio visual, recording, the corporation must ensure that either:

- 14.3.1.5.1. the chair of the meeting, or
- 14.3.1.5.2. the chair of the next meeting, signs a declaration under rule 14.3.1.6 within a reasonable time after the first meeting.

14.3.1.6. The declaration under this rule 14.3.1.6 must:

- 14.3.1.6.1. identify the audio, or audio-visual, recording
- 14.3.1.6.2. if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded.
- 14.3.1.6.3. declare that the recording constitutes the minutes of the meeting or that part of the meeting.

14.3.1.7. The corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.

- 14.3.1.8. The corporation must keep its minute book at:
  - 14.3.1.8.1. its document address if it is a small or medium corporation
  - 14.3.1.8.2. its registered office if it is a large corporation.
- 14.3.1.9. A minute that is recorded and signed in accordance with this rule 14.3.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- 14.4. Rule book and records about officers, contact person, etc.  
The corporation must keep:
  - 14.4.1. an up-to-date copy of the rule book (constitution).
  - 14.4.2. written records relating to:
    - 14.4.2.1. the names and addresses of the corporation's current directors, officers and secretary or contact person (as the case may be)
    - 14.4.2.2. the corporation's registered office (if any)
    - 14.4.2.3. the corporation's document access address (if any)
- 14.5. Physical format  
If the records that the corporation is required to keep under rules 14.2, 14.3 and 14.4 are kept in electronic form:
  - 14.5.1. the records must be convertible into hard copy;
  - 14.5.2. that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.
- 14.6. Place where records are kept  
The records that the corporation is required to keep under rules 14.2, 14.3 and 14.4 must be kept at the corporation's
  - 14.6.1. document access address if a small or medium corporation
  - 14.6.2. registered office if a large corporation.
- 14.7. Right of access to corporation books by director or past director
  - 14.7.1. A director may inspect the books of the corporation (other than its financial records) for the purposes of a legal proceeding:
    - 14.7.1.1. to which that person is a party
    - 14.7.1.2. which that person proposes in good faith to bring, or
    - 14.7.1.3. which that person has reason to believe will be brought against him or her.
  - 14.7.2. A person who has ceased to be a director may inspect the books of the corporation (including its financial records) for the purposes of a legal proceeding:
    - 14.7.2.1. to which that person is a party
    - 14.7.2.2. which that person proposes in good faith to bring, or
    - 14.7.2.3. which that person has reason to believe will be brought against him or her.
    - 14.7.2.4. This right continues for 7 years after the person ceased to be a director.

- 14.7.3. A person authorised to inspect books under this rule 14.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- 14.7.4. The corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 14.7.
- 14.7.5. This rule 14.7 does not limit any right of access to corporation books that a person has apart from this rule 14.7.
- 14.8. Access to financial records by directors
  - 14.8.1. A director has a right of access to the records that the corporation is required to keep under rule 14.2 or rule 14.4.
  - 14.8.2. On application by a director, the court may authorise a person to inspect on the director's behalf the records that the corporation is required to keep under rule 14.2 or rule 14.4 subject to any other orders the court considers appropriate.
  - 14.8.3. A person authorised to inspect records under rule 14.7.2 may make copies of the records unless the court orders otherwise.
- 14.9. Members' access to minutes
  - 14.9.1. The corporation must make available for inspection by members, at the place where its records are kept under rule 14.6, minutes books for the meetings of its members and for resolutions of members passed without meetings.
    - 14.9.1.1. For small and medium corporations, the books must be made available within 7 days of a member's written request for inspection.
    - 14.9.1.2. For large corporations, the books must be available for inspection each business day from at least 10am to 12noon and from at least 2pm to 4pm.
  - 14.9.2. A member may ask the corporation in writing for a copy of:
    - 14.9.2.1. any minutes of a meeting of the corporation's members or an extract of the minutes or
    - 14.9.2.2. any minutes of a resolution passed by members without a meeting.
  - 14.9.3. If the corporation does not require the member to pay for the copy, the corporation must send it:
    - 14.9.3.1. within 14 days after the member asks for it or
    - 14.9.3.2. within any longer period that the Registrar approves.
  - 14.9.4. If the corporation requires payment for the copy, the corporation must send it:
    - 14.9.4.1. within 14 days after the corporation receives the payment or
    - 14.9.4.2. within any longer period that the Registrar approves.
  - 14.9.5. The amount of any payment the corporation requires cannot exceed 50 cents per page.
- 14.10. Inspection of books by members
  - The directors, or the corporation by a resolution passed at a general meeting, may authorise a member to inspect the books of the corporation.

#### 14.11. Access to governance material

14.11.1. Corporation to provide member with rules, if requested.  
If a member asks for a copy of the corporation's rule book, the corporation must provide it:

14.11.1.1. free of charge and

14.11.1.2. within 7 days.

14.11.2. Document access address

If the corporation is a small or medium corporation, the corporation must make available for inspection by members and officers at its document access address, its rule book. This rule book must be made available for inspection within 7 days of a member's or officer's written request for inspection.

14.11.3. Registered office

If the corporation is a large corporation, the corporation must make available for inspection by members and officers at its registered office, its rule book. This rule book must be made available for inspection each business day from at least 10am to 12noon and from at least 2pm to 4pm.

14.11.4. General provisions regarding access to rules

14.11.4.1. The rule book of the corporation includes:

14.11.4.1.1. the corporation's rule book

14.11.4.1.2. any replaceable rules that apply to the corporation

14.11.4.1.3. any other material concerning the internal governance of the corporation that is prescribed.

### 15. Auditor

The corporation must comply with any requirements set out in the CATSI Act relating to the examination or auditing of its financial records.

### 16. Annual Reporting

The corporation must comply with the annual reporting requirements set out in the CATSI Act.

### 17. Dispute Resolution Process

17.1. This rule sets out the steps which must be taken to try to resolve any disagreement or dispute about the affairs of the corporation or how the CATSI Act or the corporation's rule book applies, which arises between:

17.1.1. members

17.1.2. members and directors, or

17.1.3. directors.

17.2. Informal negotiations

If a dispute arises, the parties must first try to resolve it themselves on an informal basis.

- 17.3. Giving of dispute notice
  - 17.3.1. If the dispute is not resolved in accordance with rule 17.2 within 10 business days, any party to the dispute may give a dispute notice to the other parties.
  - 17.3.2. A dispute notice must be in writing, and must say what the dispute is about.
  - 17.3.3. It must be given to the corporation.
- 17.4. Seeking assistance from the Registrar
  - Seeking assistance from the Registrar about the meaning of the CATSI Act or the corporation's rule book
  - 17.4.1. If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the CATSI Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
  - 17.4.2. The Registrar's opinion will not be binding on the parties to a dispute.
  - 17.4.3. The right to request assistance from the Registrar does not create a right to request formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.
- 17.5. Referring dispute to the directors
  - 17.5.1. The directors must make a reasonable effort to help the parties resolve the dispute within 20 business days after the corporation receives the dispute notice.
- 17.6. Referring dispute to a general meeting
  - 17.6.1. If the directors cannot resolve the dispute within 20 business days after receiving the dispute notice, it must hold a general meeting of the corporation and put the matter to the members to resolve. The general meeting must be held within 3 months after the corporation receives dispute notice.
  - 17.6.2. When passing any resolution about a dispute, the members in the general meeting are subject to the CATSI Act and these rules.

## 18. Notices

- 18.1. General
  - 18.1.1. Unless the CATSI Act or these rules otherwise requires, notices must be given in writing (including by fax).
- 18.2. How a notice to a member may be given
  - Unless the CATSI Act or these rules require otherwise, a notice or communication may be given:
    - 18.2.1. personally
    - 18.2.2. left at a member's address as recorded in the register of members
    - 18.2.3. sent by pre-paid ordinary mail to the member's address as recorded in the register of members
    - 18.2.4. sent by fax to the member's current fax number for notices (if the member has nominated one)

- 18.2.5. sent by email to the member's current email address (if the member has nominated one).
- 18.3. When notice taken as being given  
Unless the CATSI Act or these rules require otherwise, if a notice or communication:
  - 18.3.1. is given personally, it is taken to be received on the day it is delivered
  - 18.3.2. is given by post, it is taken to have been given 3 days after posting
  - 18.3.3. is given by means of electronic communication, it is taken to have been given on the business day after it is sent
  - 18.3.4. is given:
    - 18.3.4.1. after 5:00 pm in the place of receipt or
    - 18.3.4.2. on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,
 it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or public holiday in that place.

## 19. Gift Fund Rules

- 19.1. The corporation shall maintain, for the objectives of the corporation, a gift fund:
  - 19.1.1. to be named 'The Indigenous General Practice Trainee Network Gift Fund'
  - 19.1.2. which must receive gifts of money or property for the purposes of the objectives of the corporation
  - 19.1.3. which must have credited to it any money received by the corporation because of those gifts.
- 19.2. This section of the rules will not be enacted until the corporation achieves both charity status with the Australian Charities and Not-for-profits Corporation (ACNC) and deductible gift recipient (DGR) status with the Australian Taxation Office.
- 19.3. The gift fund cannot receive any money or property other than stated in 19.1.2.
- 19.4. The corporation shall use gifts made to the gift fund and any money received because of them only for the objectives of the corporation.
- 19.5. Receipts issued for gifts to the gift fund must state:
  - 19.5.1. the full name of the corporation
  - 19.5.2. the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation
  - 19.5.3. the fact that the receipt is for a gift.
- 19.6. As soon as:
  - 19.6.1. the gift fund is wound up, or
  - 19.6.2. the corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*
  - 19.6.3. any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the corporation.



This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

## 20. Winding Up

### 20.1. Resolution to distribute surplus assets

Subject to rule 20.2, where:

20.1.1. the corporation is wound up

20.1.2. after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus asset of the corporation exist

the members or liquidator may pass a special resolution relating to the distribution of the surplus assets of the corporation.

### 20.2. No distribution of surplus asset to members

20.2.1. The distribution surplus of assets must take into account the requirements of any organisations that have provided public funds to the corporation.

20.2.2. The distribution of surplus assets must not be made to any member or to any person to be held on trust for any member.

20.2.3. The distribution of surplus assets can only be given to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

## 21. Amendment of the Rules

21.1. The rules of the corporation can be revised and changes to the structure of the corporation must occur in accordance with this rule 21.

21.1.1. Amendments can be triggered by a variety of causes, including circumstances where members feel the corporation is not meeting its objectives, as defined in rule 3.

21.2. For the corporation to change its rules, the following steps must be complied with:

21.2.1. the corporation must pass a special resolution effecting the change

21.2.2. any additional requirements in this rule book must also be complied with

21.2.3. the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

21.3. Corporation to lodge copy of changes

21.3.1. If there is no extra requirement, within 28 days after the special resolution is passed, the corporation must lodge with the Registrar:

21.3.1.1. a copy of the special resolution

21.3.1.2. a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution

21.3.1.3. a directors' statement signed by two directors, and:

21.3.1.4. a copy of the rule change.

- 21.3.2. If a change is not to have effect until an extra requirement has been complied with, the corporation must lodge:
  - 21.3.2.1. the documents referred to in rule 21.2
  - 21.3.2.2. proof that the extra requirement has been met, within 28 days after it has been met.
- 21.3.3. If the Registrar directs the corporation to lodge a consolidated copy of the corporation's rules as it would be if the Registrar registered the change, it must do so.
- 21.4. Date of effect of change
  - A rule change under this rule 21 takes effect on the day the change is registered.

# Schedule 1 - Dictionary and Interpretation

## 1. Dictionary

In this rule book.

*Aboriginal or Torres Strait Islander person* means a person of Aboriginal or Torres Strait Islander descent who identifies as an Aboriginal or Torres Strait Islander and is accepted as such by their community.

This includes:

- a) an Aboriginal person
- b) a Torres Strait Islander person
- c) an Aboriginal and Torres Strait Islander person
- d) a Torres Strait Islander and Aboriginal person

*ACCRM* means the Australian College of Rural and Remote Medicine.

*Act* means the Corporations (Aboriginal and Torres Strait Islander) Act 2006 as amended from time to time and any regulations made under it.

*Annual general meeting or AGM* means a general meeting held in accordance with rule 7.1.

*Applicant* means a person who is eligible to become a member of the corporation and has applied to become a member according to rule 5.2.

*Books* include a register, any record of information, financial reports or records, or documents of a corporation however compiled, recorded or stored.

*Business day* means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

*CATSI Act* means the Corporations (Aboriginal and Torres Strait Islander) Act 2006.

*Circulating resolution* means a resolution of the directors passed according to rule 11.6.2.

*Common seal* means the common seal of the corporation referred to in rule 13.

*Constitution* means rule book.

*Contact person* means a person elected or appointed according to rule 12.

*Corporation* means the corporation referred to at rule 1.

*Director* means a person elected or appointed according to rule 8 to manage the affairs of the corporation in accordance with the Act and these rules.

*Director ID* means a director identification number provided under section 308-5 of the CATSI Act

*Directors' meeting* refers to the meetings of the directors held according to rule 11.

*Dispute* has the meaning given in rule 17.

*Dispute resolution process* means the process set out in rule 17.

*General meeting* refers to general, special general meetings and annual general meetings of the members of the corporation called and held according to rule 7.

*Indigenous corporation number or ICN* means that number given by the Registrar to the corporation on registration.

*Large corporation* as defined by CATSI Act 2006 means a corporation that has at least two of the following in a financial year:

- consolidated gross operating of \$5 million or more
- consolidated gross assets valued at \$2.5 million or more
- more than 24 employees.

*Material personal interest* has the meaning given to it in rule 10.2.

*Medium corporation* as defined by CATSI Act 2006 means a corporation that has at least two of the following in a financial year:

- consolidated gross operating income between \$100,000 and \$5 million
- consolidated gross assets valued of between \$100,000 and \$2.5 million
- between five and 24 employees.

*Member* means a person whose name appears on the Register of members.

*Minute book* means the books and records in which the minutes of all general and director meetings and copies of any written resolutions passed without a general or director meetings are kept. There may be separate Directors' meeting minute books and General meeting minute books.

*Objectives* means the objectives set out in rule 3.

*Officer* is a director, corporation secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the corporation or a person who makes decisions that affect a substantial part of the business of the corporation, or could significantly affect the corporation's financial position.

*Poll* means formal voting at a general meeting by the members signing a paper headed 'for' or 'against' a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

*Proxy* means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to rule 7.14.

*RACGP* means The Royal Australian College of General Practitioners.

*Registered native title body corporate or RNTBC* means a prescribed body corporate whose name and address are registered on the National Native Title Register under the Native Title Act 1993.

*Register of members* means the register of members kept according to rule 5.2.5.

*Registrar* means the Registrar of Aboriginal and Torres Strait Islander corporations appointed in accordance with the Act.

*Replaceable rule* is a rule under the Act that can be either apply as is or changed.

*Resolution (ordinary)* means a resolution that has been passed by a majority of the votes cast by members entitled to vote on the resolution.

*Rule book* means a document consisting of set laws under the CATSI Act. It is the set of special rules that govern the activities of a particular corporation or its members. The rule book includes corporation rules, recommended rules that have been either adopted or changed, replaceable rules that have been changed, rules that the corporation has added, and set laws that have been changed. The rule book may also be known as the corporation's constitution.

*Secretary* means a person elected or appointed according to rule 12.

*Set law* means provisions extracted from the Act.

*Schedule* means a schedule to this constitution unless otherwise identified.

*Small corporation* as defined by CATSI Act 2006 means a corporation that has at least two of the following in a financial year:

- consolidated gross operating income of less than \$100,000
- consolidated gross assets valued at less than \$100,000
- fewer than five employees.

*Special resolution* means a resolution that has been passed by at least 75 per cent of the votes cast by members entitled to vote on the resolution for in person meetings. Circulating special resolutions must be passed by at least 75 per cent of the members.

Special resolutions are required to:

- change a corporation's name
- amend a corporation's rule book
- cancel a member's membership (for certain reasons only)
- transfer the corporation's registration to another law
- wind up a corporation, and decide how to distribute assets in a winding up.

*Surplus assets* has the meaning given in rule 20.

*Torres Strait Islander* means a descendant of an Indigenous inhabitant of the Torres Strait Islands.

## 2. Interpretation

In these rules:

- a) words in the singular include the plural and vice versa
- b) any gender includes the other genders
- c) the words 'including', 'include' and 'includes' are to be read without limitation
- d) a reference to:
  - i) legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being
  - ii) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions
  - iii) a rule or schedule is a reference to a rule or schedule, as the case may be, of this document
- e) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules
- f) a word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules
- g) if a word or phrase is defined its other grammatical forms have corresponding meanings
- h) where time is to be calculated by reference to a day or event, that day or the day of the event is excluded
- i) any inconsistency with the Act is to be resolved in favour of the Act.

# Schedule 2—Application for membership form

## Indigenous General Practice Trainee Network

ICN

### Application for membership

I, \_\_\_\_\_ (first name of applicant)

\_\_\_\_\_ (last name of applicant)

of \_\_\_\_\_ (address of applicant)

\_\_\_\_\_

apply for membership of the corporation.

I declare that I am eligible for membership.

I am:  Aboriginal  Torres Strait Islander  neither

Signature of applicant \_\_\_\_\_

Date \_\_\_\_\_

#### Corporation use only

Application received	Date:
Application tabled at directors' meeting	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors approve the application	Yes / No
If approved, new members' details added to register of members	Date:
Applicant notified of directors' decision	Date:

## Schedule 3—Appointment of proxy form

# Indigenous General Practice Trainee Network

ICN

### Appointment of proxy

I, \_\_\_\_\_ (full name of member)

of \_\_\_\_\_ (address of member)

\_\_\_\_\_ am a member of the corporation.

I appoint \_\_\_\_\_ (full name of proxy)

of \_\_\_\_\_ (address of proxy)

\_\_\_\_\_ as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (insert date of meeting) and at any adjournment of that meeting.

Signature of member appointing proxy  
\_\_\_\_\_

Date  
\_\_\_\_\_

NOTE: A proxy vote may be given to the people listed at rule 4.12. (For more about proxies see rule 4.12 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

Please return your completed form to the corporation **at least 48 hours before the meeting**.



## Schedule 4—Consent to become a director form

# Indigenous General Practice Trainee Network

ICN

### Consent to become a director

I, \_\_\_\_\_ (full name of person)  
\_\_\_\_\_ (residential address, a postal address is not sufficient)  
of \_\_\_\_\_

give consent to become a director of the corporation.

I confirm my date of birth is \_\_\_\_\_ (date of birth)

and my place of birth was \_\_\_\_\_ (place of birth)

I acknowledge I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations, and I will notify the corporation if any of the above events occur after my appointment.

Signature of person \_\_\_\_\_

Date \_\_\_\_\_

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.