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RULES FOR MID WEST DIVISION OF GENERAL PRACTICE INCORPORATED

Preamble to Rules

Mid West Division of General Practice Incorporated (MWDGP) is a non-profit making organisation, which has been incorporated under the *Associations Incorporation Act 1987*. The Rules under which it was incorporated are as follows.

1. Name of Association

The name of the Association is Mid West Division of General Practice Incorporated.

2. Definitions

In these rules, unless the contrary intention appears-

“Committee meeting” means meeting referred to in rule 14(1);

“Committee member” means person referred to in paragraph (a), (b), (c), or (d) of rule 10(1);

“financial year” has the meaning given by section 3(1) of the Act, a reference in that section to-

(a) “an incorporated association” or “the association” being construed as a reference to the Association; and

(b) “the committee” being construed as a reference to the Committee;

“general meeting” means meeting convened under rule 15;

“member” means member of the Association;

“ordinary resolution” means resolution other than a special resolution;

“special resolution” has the meaning given by section 24 of the Act;

“the Act” means the *Associations Incorporation Act 1987*;

“the Association” means the Association referred to in rule 1;

“the Chairperson” means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1)(a) or, if that person is unable to perform his or her functions, the Vice Chairperson;

“the Committee” means the Committee of Management of the Association referred to in rule 10(1);

“*the Secretary / Treasurer*” means the Secretary or Treasurer referred to in rule 10(1)(c);

“*the Vice-Chairperson*” means the Vice-Chairperson referred to in rule 10(1)(b);

“*the Rules*” mean the Rules of the Association contained in this document;

“*Division of General Practice*” means a group of medical general practitioners who have linked for the purpose of addressing local health issues;

“*Division*” means the Mid West Division of General Practice;

“*Division Area*” means the geographical area of coverage of the Mid West Division of General Practice Incorporated as recognised by the Commonwealth Department of Health and Family Services, its successors or assigns.

“*Practitioners*” mean general medical practitioners (GPs) practicing in the MWDGP area;

“*Region*” means the MWDGP area.

3. Objects of Association

(1) The objects of the Association are:

- (a) to establish a network of general practitioners in the Mid West and Gascoyne region;
- (b) to encourage general practitioners to work with other health and allied health professionals to upgrade the quality of health service delivery at the local level;
- (c) to enhance the quality of education and professional development opportunities available for general practitioners in the region;
- (d) coordinate and assist general practitioners to undertake community based health projects;
- (e) liaise with the multitude of community health groups in the region;
- (f) encourage networking and resource sharing between other Divisions of General Practice in Western Australia and other States of Australia;
- (g) remove professional isolation for general practitioners in the remoter areas of the region by offering them support.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of Association

The powers conferred on the Association by Section 13 of the Act are subject to any additions, exclusions or modifications contained in the Rules.

5. Qualifications for Membership of Association

- (1) Membership of the Association is open to all general practitioners in the Mid West and Gascoyne region of Western Australia and other persons as sanctioned by the Committee.
- (2) A person who wishes to become a member shall-
 - (a) apply for membership to the Committee in writing-
 - (i) signed by that person and by both of the members referred to in paragraph (b); and
 - (ii) in such form as the Committee from time to time directs; and
 - (b) be proposed by one member and seconded by another member.
- (3) The Committee members shall consider each application made under sub-rule (2) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

6. Register of Members of Association

- (1) The Secretary/Treasurer shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the usual place of business of the Association.
- (2) The Secretary/Treasurer shall cause the name of a person who dies or who ceases to be a member under rule 7(3), 8(1) or 9 to be deleted from the register of members referred to in sub-rule (1).

7. Subscriptions of Members of Association

- (1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the Association, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid within three (3) months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within three (3) months thereafter.

8. Resignation of Members of Association

- (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.

- (2) A person who ceases to be a member under sub-rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9. Expulsion of Members of Association

- (1) If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct being detrimental to the interests of the Association, the Committee shall communicate, either orally or in writing, to the member-
- (a) Notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
 - (b) Particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- (2) At the Committee meeting referred to in a notice communicated under sub-rule (1) the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub-rule (2).
- (4) A member who is expelled under sub-rule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):
- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this sub-rule.

10. Committee of Management

- (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary / Treasurer;
 - (d) one person from the outlying areas of the division area, representing the interests of remote members; and

(e) not more than four (4) other persons,

all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under sub-rule (9).

(2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act-

(a) if the Committee consists of an even number of members, half of that number, which half; or

(b) if the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number,

shall be chosen by ballot, shall cease to be Committee members but shall be eligible for re-election to membership of the Committee.

(3) At subsequent AGMs of the Association

(a) one half of the Committee Members that are elected, who shall be chosen by ballot, will be appointed for a term of two years

(b) the other half of the Committee Members that are elected will be appointed for a term of one year

A Committee Member's term will commence on the date of his or her election at the annual general meeting. All retiring Committee members are eligible for re-election to membership of the Committee without being re-nominated.

(4) Subject to sub-rule (5), a Member who wishes to be a Committee Member must be nominated and seconded by other Members as a candidate for election; Nominations for election to the Committee shall close at least 28 days before the AGM

(5) Sub-rules (1) and (7) do not apply to or in relation to a person who is eligible for re-election under sub-rule (2) or (3).

(6) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned

(a) vote for himself or herself.

(7) The Secretary/Treasurer shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.

(8) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled

(a) the Secretary//Treasurer shall report accordingly to; and

(b) the Chairperson shall declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.

- (9) When a casual vacancy within the meaning of rule 13 occurs in the membership of the Committee
- (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule shall
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.

11. Chairperson

- (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence from
- (a) a general meeting of
 - (i) the Chairperson, the vice-Chairperson; or
 - (ii) both the Chairperson and the Vice-Chairperson,a member elected by the other members present at the general meeting; or
 - (b) a Committee meeting of
 - (i) the Chairperson, the Vice-Chairperson; or
 - (ii) both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Committee members present,
- shall preside at the general meeting or Committee meeting as the case requires.

12. Secretary / Treasurer

- (1) The Secretary / Treasurer shall:
- (a) ensure that the correspondence of the Association is coordinated;
 - (b) ensure that full and correct minutes of the proceedings of the Committee and of the Association are kept;
 - (c) ensure all moneys payable to the Association are collected and that receipts are issued for those moneys in the name of the Association;
 - (d) ensure the payment of all moneys referred to in paragraph (c) into such accounts of the Association as the Committee may from time to time direct;
 - (e) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Committee;

- (f) ensure the Association complies with the account keeping in Part 7 of the Act;
- (g) ensure the safe custody of the Accounting Records of the Association and any other relevant records of the Association;
- (h) arrange for the Committee to receive a periodic report, balance sheet or financial statement in accordance with the Committee meeting schedule;
- (i) assist the auditors in performing their functions; and
- (j) perform such other duties as are imposed by these Rules on the Secretary / Treasurer.

13. Casual Vacancies in Membership of Committee

- (1) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:
 - (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than:
 - (i) three (3) consecutive Committee meetings; or
 - (ii) three (3) Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings;
 - (f) ceases to be a member of the Association; or
 - (g) the Committee position remains unfilled after an annual general meeting.

14. Proceedings of Committee

- (1) The Committee shall meet together for the dispatch of business not less than once in three (3) calendar months and the Chairperson may at any time convene a meeting of the Committee.
- (2) Each Committee Member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting three (3) Committee members constituted a quorum.

- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

15. General Meetings

- (1) The Committee:
 - (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) shall, within 30 days of:
 - (i) receiving a request in writing to do so from not less than five (5) members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9(4),

convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in sub-rule (1)(c)(i) shall:
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of thirty (30) days referred to:
 - (a) in sub-rule (1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in sub-rule (1)(c)(ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub-rule (3)(a) or (b):
 - (a) The Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) The Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (8), the Secretary shall give to all members not less than fourteen (14) days notice of a general meeting and of any motions to be moved at the general meeting.

- (6) A notice given under sub-rule (5) shall specify:
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is-
 - (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee members to replace outgoing Committee members; and
 - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give a notice under sub-rule (5) or (8) by
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under sub-rule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

16. Quorum in Proceedings at General Meetings

- (1) At a general meeting five (5) members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 15(5) or (8)-
 - (a) as a result of a request or notice referred to in rule 15(1)(c) or as a result of action taken under rule 15(3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

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- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting for time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under rule 15 of the adjourned general meeting as if the general meeting were a fresh general meeting.
- (7) At a general meeting:
 - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

17. Minutes of Meeting of Association

- (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meeting to be taken and then to be entered within thirty (30) days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
 - (a) the general meeting or Committee meeting to which they relate (in this sub-rule called “the meeting”) was duly convened and held;

- (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

18. Voting Rights of Members of Association

- (1) Subject to these rules, each member who is a medical general practitioner present in person or by proxy at a general meeting is entitled to a deliberative vote.

19. Proxies of Member of Association

- (2) A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

20. Rules of Association

- (3) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in section 17, 18 and 19 of the Act.
- (4) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

21. Common Seal of Association

- (5) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (6) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 17.
- (7) The affixing of the common seal of the Association shall be witnessed by any two (2) of the Chairperson, the Secretary and the Treasurer.
- (8) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

22. Inspection of Records, etc of Association

- (9) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

23. Distribution of Surplus Property on Winding Up of Association

- (1) If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed-
 - (a) to another incorporated association having objects similar to those of the Association and *being an income tax exempt body*; or

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(b) for charitable purposes,

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.