



CONSTITUTION

Australian Doctors International Incorporated
as approved at a Special General Meeting in November 2017

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Part 1 Preliminary

1a Definitions

(1) In this Constitution:

Director-General means the Director-General of the NSW Trade & Investment Department.

President means the President of the Association.

Vice President means the Vice President of the Association.

Treasurer means the Treasurer of the Association.

Public Officer means the Public Officer of the Association.

Secretary means the Secretary of the Association.

Office-Bearers mean the President, Vice President, Treasurer and Secretary.

CEO means the Chief Executive Officer of the Association.

Staff of the Association means its paid employees and volunteers

Full member means a fully paid up member of the Association.

Honorary member means a person who has been approved as an honorary member of the Association by the Board of Directors and who has accepted this category of membership.

Special General Meeting means a general meeting of the Association other than an annual general meeting.

The Act means the Associations Incorporation Act 2009.

The Regulation means the Associations Incorporation Regulation 2016.

(2) In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

1b Goals

Australian Doctors International Incorporated (ADI) is a not-for-profit, non-government development aid organisation with no religious or political affiliations. It was formed voluntarily by a group of interested people for a common purpose that serves a public benefit and is not carried on for the profit or gain of individual members.

The goals of the Association are to:

- Deliver and strengthen primary health services to rural and remote communities in Papua New Guinea and/or other countries throughout the Asia Pacific region;
- Reduce preventable diseases through public health programs and/or health education and/or health promotion;
- Increase the capacity of health workers to manage and deliver primary health services through training and education;
- Improve access to primary health services for rural and remote communities;
- Demonstrate improvements in health indicators as a result of our activities through the use of a structured monitoring and evaluation framework;
- Continue to be a leading Non- Government Organisation professional provider of high quality

primary health care in Papua New Guinea and/or in other countries throughout the Asia Pacific region, seeking always to increase public awareness of its work and continual improvement through ongoing rigorous evaluation of programs and activities.

1c Powers

Solely for the purpose of fulfilling its goals, the Association has the following powers, subject where appropriate to the approval of the members:

- (1) To subscribe to, support with its funds, amalgamate with, become a member of and co-operate with any Association or organisation, whether incorporated or not, whose objectives are similar to those of the Association, provided that the Association shall not subscribe to or support with its funds, amalgamate with or affiliate itself with any association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association by virtue of rule 38 in part 5 of this constitution.
- (2) To purchase, take on, lease, exchange, hire or otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objectives of the Association provided that in the case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same as is allowed by law having regard to such trust.
- (3) To enter into any arrangement with any government whether within Australia or elsewhere or any other public body that may seem conducive to the Association's objectives or any of them and to obtain from such government or body any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any of those arrangements, rights, privileges and concessions.
- (4) To hire and employ and dismiss or suspend such managers, doctors, nurses and other employees and to pay to them and to other persons in return for services rendered to the Association salaries, wages, gratuities and pensions and otherwise to make arrangements for the administration, conduct and supervision of the activities and operations of the Association.
- (5) To invest and deal with money of the Association in any such manner as the Board of Directors may think fit and from time to time to vary and realise those investments.
- (6) To borrow or raise or secure the payment of money in such manner as the Board of Directors may think fit and to secure the same, or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off such securities.
- (7) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (8) Subject to compliance with all relevant laws to make personal or written appeals to the public or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association by way of donation, annual subscription or otherwise.
- (9) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives.
- (10) To make payments to any institutions, funds or trusts calculated to benefit employees or past employees of the Association or the dependants or connections of any of them; and to grant pension and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objectives.
- (11) To take any gift of property, whether subject to any special trust or not, for any one or more of

the objectives of the Association provided that in the case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (12) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (13) To make donations for charitable purposes.
- (14) To do any acts, deeds, matters or such things and to enter into and make any agreements as are believed by the Board of Directors to be incidental or conducive to the attainment of the Association's objectives or any of them.

Part 2 Membership

2 Membership generally

In relation to full membership:

A person is eligible to be a full member of the Association if the person is a natural person aged 18 years or more who has applied and been approved for full membership of the Association in accordance with clause 3.

In relation to honorary membership:

Honorary membership of the Association is intended for persons who, in the opinion of the Board of Directors, have made, or are making, a significant contribution towards the Association achieving its goals.

In the case of a person being approved by the Board of Directors for honorary membership and the person concerned accepting such membership, as soon as practicable thereafter the Secretary will enter, or cause to be entered, the approved honorary member's name in the register of members and, on the name being so entered, the approved person becomes an honorary member of the Association.

3 Application for full membership

- (1) Application by a person for full membership of the Association:
 - (a) will be made in writing in the form set out in the Association's prescribed Membership Form, and
 - (b) will be lodged with the Secretary of the Association.
- (2) As soon as practicable after receiving an application for full membership, the Secretary shall refer the application to the Board of Directors, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Board of Directors makes that determination, the Secretary will:
 - (a) notify the applicant, in writing, that the Board of Directors approved or rejected the application (whichever is applicable), and
 - (b) If the Board of Directors approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as an annual membership fee.
- (4) The Secretary will,
 - (a) on payment by the applicant of the amount referred to in sub-clause (3)
 - (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a full member of the Association.

4 Cessation or transfer of membership

- (1) A person ceases to be a full member or honorary member of the Association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the Association.
- (2) An honorary member may apply to transfer to full membership of the Association. On the Board approving the application for full membership, and the appropriate fee being paid, the applicant becomes a full member of the Association.

5 Membership rules, entitlements and restrictions

- (1) A right, privilege or obligation that a person has by reason of being a full member or an honorary member of the Association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.
- (2) Honorary members approved by the Board of Directors are subject to the same rules, entitlements and restrictions as full members of the Association, except that honorary members are not eligible for election to the Board of Directors of the Association or vote at any meeting of the Association.

6 Resignation of membership

- (1) A full member or honorary member of the Association may resign from membership of the Association by giving written notice to the Secretary of his or her intention to resign, either immediately or on the expiration of a period of notice. He or she ceases to be a member immediately, if written notice has been given to that effect; or at the end of the period of notice, if a period of notice has been given.
- (2) If a full member or honorary member of the Association ceases membership under sub-clause (1), and in every other case where a person ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the full or honorary member ceased membership of the Association.

7 Register of members

- (1) The Secretary of the Association will establish and maintain a register of all members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members will be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members will be open for inspection on reasonable notice having been given, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information will not be made available for inspection.
- (6) A member will not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8 Annual membership fees

A full member of the Association will pay to the Association an annual membership fee of \$25 or, if some other amount is determined by the Board of Directors, that other amount:

- (a) except as provided by paragraph (b) and (c) below, before the beginning of each financial year, or
- (b) if the full member becomes a member in the July to February period of a financial year - on becoming a member and before the beginning of each financial year thereafter, or
- (c) if the full member becomes a member in the March to June period of a financial year - on becoming a full member (when the first annual membership fee will be deemed to cover both the remainder of the current financial year and the next financial year) and before the beginning of each financial year thereafter.

9 Members' liabilities

The liability of each member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 8.

10 Resolution of disputes

- (1) A dispute between members (in their capacity as members) of the Association, or a dispute between a member or members and the Association, is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the Board of Directors by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has willfully acted in a manner prejudicial to the interests of the Association.
- (2) The Board of Directors may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board of Directors decides to deal with the complaint, the Board of Directors shall:
 - (a) cause notice of the complaint to be served on the member concerned, and
 - (b) give the member at least 14 days from the time the notice is served within which to make submissions to the Board of Directors in connection with the complaint, and
 - (c) take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board of Directors may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board of Directors expels or suspends a member, the Secretary must, within 7 days after the

action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board of Directors for having taken that action and of the member's right of appeal under clause 12.

- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Board of Directors under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub-clause (1), the Secretary will notify the Board of Directors that is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under sub-clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board of Directors and the member will be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 Board of Directors

13 Powers of the Board of Directors

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Board of Directors:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) may approve loans by the Association for periods not exceeding six months, including to Directors of the Association, staff and/or third parties, in order to fulfil the Association's objectives and/or to defray expenses to be incurred on the Association's behalf. The Board may not approve any loan by the Association to a person or entity that is not for the purpose of fulfilling the Association's goals, and
- (d) if any loan from the Association is not repaid within six months of being made, or fully accounted for in the normal course of business, the Treasurer will advise the Board of Directors accordingly so that the Board may decide upon a course of action.

Subject to (c) above the Board of Directors has power to perform all such acts and do all such things, including the delegation of authority to the CEO and others, as appear to the Board to be necessary, beneficial or desirable for the proper management of the Association.

14 Composition and membership of the Board of Directors

- (1) Subject to Clause 15, Directors will be elected at the Annual General Meeting of the Association.
- (2) The Board of Directors shall consist of not less than 5 and not more than 16 full members of the Association.
- (3) To be eligible as a candidate for election to the Board of Directors, a person must be a full member of the Association
- (4) A Board member may hold only one Board position, but may also be Public Officer.
- (5) Each member of the Board is, subject to this constitution, initially elected to hold office for a term ending at the conclusion of the Annual General Meeting of the Association three years after being elected to the Board.

Commencing with the 2017 Annual General Meeting, in future any Board member serving three consecutive three year terms on the Board of the Association shall not be eligible to stand for a further consecutive three year term on the Board.

- (6) No paid employee including the CEO, may become a Director of the Association.
- (7) All Directors will serve on the Board of the Association and its committees on a voluntary basis. However, subject to the prior approval of the Board of Directors, the Association may engage a Director on a professional basis when a task falls within the professional expertise of the Director concerned.
- (8) To assist Directors to become effective quickly in their roles, newly appointed Directors will:
 - (a) sign the Acceptance of Appointment – Board of Directors; and
 - (b) receive a general induction to the Association and have access to its Constitution, policy documents and internal handbooks.

15 Election of Board members

- (1) Subject to the upper and lower limits of Board members stated in 14 (2), and the number of Board members already elected to their positions for a three year term, prior to the notice calling the Annual General Meeting being issued the Board shall resolve the number of Board positions for which nominations shall be called for at the Annual General Meeting.

Each member elected to a position on the Board at the Annual General Meeting shall be for a three year term.

- (2) The four Office-bearers shall be: President, Vice President, Treasurer, and Secretary.
- (3) Nominations of eligible candidates for election as Office-bearers of the Association or other Board positions shall be:
 - (a) made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and
 - (b) delivered to the Secretary of the Association prior to the time fixed for the holding of the annual general meeting at which the election is to take place.
- (4) An eligible member may nominate for election to more than one position on the Board. If elected as an Office-bearer, the candidate's nomination for all other positions on the Board will ipso facto be withdrawn.
- (5) If the nominations for:
 - (a) any Office-bearer position is one only,
 - (b) the other Directors do not exceed the number of other Directors for which nominations have been called, then the persons nominated will be elected to those positions.
- (6) A ballot must be held if:

- (a) the number of eligible candidates for an Office-bearer position is more than one, and / or
 - (b) the number of eligible candidates for election as other Directors exceeds the number determined by the Board in accordance with sub-clause (1).
- (7) If the nominations for Office-bearers or other Directors are insufficient to reach the number determined by the Board to be elected to those positions, then the candidates nominated will be elected and further nominations are to be received at the annual general meeting to seek to achieve that number.
- (8) If insufficient further nominations are received to fill the number determined by the Board to be elected, then any further Board vacancies remaining will be deemed to be casual vacancies to be dealt with under clause 18.
- (9) Ballots for the election of Office-bearers and other Directors will be conducted at the annual general meeting in such usual and proper manner as the Board directs.
- The term of office of any member elected or appointed to the Board other than by election at an Annual General Meeting will expire at the end of the 2017 Annual General Meeting of the Association. Any member to whom this applies may stand for election to the Board at that Annual General Meeting.
- (10) Any of the Association's Directors who has held office during the period commencing on 1 July 2016 and ending on the date of the 2017 Annual General Meeting may stand for election for a first three year term on the Board at the 2017 Annual General Meeting, or any adjournment thereof, as if not having previously served on the Board.
- (11) Ballots for the election of Office-bearers and other Directors will be conducted at the Annual General Meeting in such usual and proper manner as the Board directs.

16 Office-Bearers

16 (1) President

The President and the Vice President in her/his absence has the primary responsibility of ensuring the integrity of Board processes and maintaining the relationship between Board members, CEO and management to maintain productive and effective cooperation.

16 (2) Vice President

Working in conjunction with the Board of Directors, Board committees, CEO and members of the management team, the Vice President shall:

- (a) ensure the implementation of the organisation's approved constitution, strategies, policies, procedures, systems and tools, including management handbooks, the risk register and compliance calendar;
- (b) as it is a signatory, and subject the Code of Conduct of the Australian Council for International Development (ACFID), ensure that the Code's minimum standards of governance, management, and accountability are maintained by the organisation on an ongoing basis.
- (c) Chair meetings and otherwise deputise for the President of the organisation when she/he is not available

16 (3) Treasurer

The Treasurer has the duty to ensure that all income due to the Association is received and accounted for, that all payments authorised by the Association are made and that correct books of account are kept for all the Association's activities, including project accounting for all development programs and projects.

It is the Treasurer's responsibility to ensure that the financial management and reporting of the Association is in accordance with the Associations Incorporation Act 2009 including:

- (a) Giving a true and fair view of the Association's financial position at balance date and its performance for the year ended on that date;
- (b) Complying with Accounting Standards; and
- (c) Complying with the Association's Constitution; and
- (d) Complying with the Code of Conduct of the Australian Council for International Development (ACFID); and
- (e) Other mandatory professional standards.

16 (4) Secretary

The Secretary shall, on behalf of the Board, cause proper minutes to be kept of all appointments of Officer-bearers and other Directors; and the names of Directors of the Board present at Board and general meetings.

The Secretary shall cause minutes to be kept of all proceedings at Board meetings, general meetings, committee meetings and subcommittee meetings; and a record of those attending such meetings.

The Secretary shall establish and maintain a register of members in accordance with Clauses 6 and 7 of this Constitution.

The Secretary shall ensure that the Association's Constitution, Annual Report and relevant policy documents are publically available on the Association's website.

17 Public Officer and Chief Executive Officer (CEO)

17 (1) Public Officer

The Public Officer must be a Full Member of the Association.

The Public Officer will be appointed by the Board as soon as practicable after the conclusion of each Annual General Meeting and shall hold office until the Board's appointment of a Public Officer following the next Annual General Meeting.

17 (2) CEO

The CEO is responsible for the achievement of organisational and operational plans (as approved by the Board), and the implementation of the Association's policies.

It is the Board's responsibility to regularly conduct reviews and ensure that all necessary and appropriate delegations are in place to enable the CEO and management to meet this responsibility.

With the approval of the Board, the CEO shall appoint members of the management team to be responsible for sub-delegated authorities.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board of Directors, or the number of Directors in office at any time being less than the maximum number prescribed in clause 14 (2), or in the office of an Office-bearer or the Public Officer, the Board of Directors may appoint a full member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the membership of the Board of Directors or the office of an Office-bearer or Public Officer occurs if the member:
 - (a) dies, or
 - (b) ceases to be a full member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

- (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Board of Directors from 3 consecutive meetings of the Board of Directors, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.
- (3) An Office-bearer may resign from office but remain a Director.

19 Removal of members of the Board of Directors

- (1) The Association in a Special General Meeting may by special resolution remove any Director before the expiration of the member's term of office and may by resolution appoint another person to hold office as a Director until the expiration of the term of office of the member so removed.
- (2) If a member of the Board of Directors to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Board meetings and quorum

- (1) The Board of Directors must meet at least 6 times in each period of 12 months at such place and time as the Board of Directors may determine.
- (2) Additional meetings of the Board of Directors may be convened by the President or by any member of the Board of Directors.
- (3) Written notice of a meeting of the Board of Directors must be given by the Secretary to each member of the Board of Directors at least 7 days (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board of Directors present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the Board of Directors constitute a quorum for the transaction of the business of a meeting of the Board, provided at least one Office-bearer is present.
- (6) No business is to be transacted by the Board of Directors unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
 - (a) the President or, in the President's absence, the Vice President is to preside, or
 - (b) if the President and Vice President are absent or unwilling to act, one of the remaining Board members as may be chosen by the Board members present at the meeting is to

preside.

21 Delegation by Board to committees

- (1) The Board of Directors may, by instrument in writing, delegate to one or more committees (consisting of such persons, who need not be members of the Association, as the Board of Directors appoints, provided that at least one such person is a Director) the exercise of such functions of the Board of Directors as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duly imposed on the Board by the Act or by any other law.
- (2) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (3) Despite any delegation under this clause, the Board of Directors may continue to exercise any function delegated.
- (4) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board of Directors.
- (5) The Board of Directors may resolve to revoke wholly or in part any delegation under this clause and to terminate the appointment of any person whom the Board has appointed to a committee.
- (6) At least four members of a committee constitute a quorum for the transaction of business, provided that one of those members is a Director.
- (7) A committee may meet and adjourn as it thinks proper.

22 Voting and decisions

- (1) Questions arising at a meeting of the Board of Directors or of any committee appointed by the Board of Directors are to be determined by a majority of the votes of those present at the meeting.
- (2) Each member present at a meeting (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) A written resolution signed by all Directors or members of a committee (which may consist of one or more instruments) has the same force and effect as a resolution passed at a meeting of the Board of Directors or that committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Directors or by a committee appointed by the Board of Directors, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of Directors or committee.

Part 4 General meetings

23 Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
 - (a) within 6 months after the close of the Association's financial year; or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Board of Directors thinks fit.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board of Directors reports on the activities of the Association during the last preceding financial year,
 - (c) to elect the President, Vice President, Treasurer, Secretary and other Directors of the Association, in accordance with clauses 14 and 15,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act, and
 - (e) to appoint an auditor.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special General Meetings - calling of

- (1) The Board of Directors may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Board of Directors must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of the Association.
- (3) A requisition of members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board of Directors fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of Directors.

26 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association then the notice of the meeting and other requirements of the Act as set out in clause 31 must be adhered to.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).

- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

28 Presiding member

- (1) The President or, in the President's absence, the Vice President, is to preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice Presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30 Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31 Special resolutions

- (1) A resolution is passed by the Association as a special resolution:
 - (a) at a meeting of the Association of which notice has been given to the members not later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the Association, or
 - (c) in such manner as the Director-General may direct, if it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in sub-clause (1) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in sub-clause (1) (b) may only be conducted in relation to resolutions of a kind that the Association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under sub-clause (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impractical to require votes to be cast in the manner provided by sub-clause (1)(a) or (b).

32 Voting

- (1) On any question arising at a general meeting of the Association each full member has one vote.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

33 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

34 Postal ballots

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 Miscellaneous

35 Insurance

The Association may effect and maintain insurance.

36 Funds including Gift Fund

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board of Directors determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank accounts.
- (3) The Association must, as soon as practicable after receiving a donation, issue an appropriate receipt.

Establishment and operation of a Gift Fund

The Association must maintain a fund (Gift Fund) for the Principal Purpose of providing relief to a country declared by the Minister for Foreign Affairs as a developing country:

- (a) to which gifts of money or property for the above purpose are to be made;
- (b) to which any money received by the Association because of those gifts is to be credited;
- (c) to which the public is invited to contribute to; and
- (d) that does not receive any other money or property.

Limits on use of Gift Fund

The Association must use the following only for the Principal Purpose of the Association:

- (a) gifts made to the Gift Fund, and
- (b) any money received because of those gifts.

Winding up of Gift Fund

At the first occurrence of:

- (a) the winding up of the Gift Fund, and
- (b) the Foundation ceasing to be an approved Relief Fund under item 9.1.1 Section 30-80 of the ITAA97,

Any surplus assets of the Gift Fund must be transferred to:

- (a) an organisation that is operating in the same developing countries, or
- (b) an approved relief fund under Item 9.1.1 Section 30-80, of the ITAA97.

Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 97 are satisfied, a transfer under this clause must be made in accordance with those conditions.

Bank accounts

The Association must maintain one or more separate bank accounts for the Gift Fund, each of which will be called the "Australian Doctors International Relief Fund" Account.

Receipts

Receipts issued for gifts must state:

- (a) The name of the Gift Fund;
- (b) The Australian Business Number applicable to the Fund;
- (c) The fact that the receipt is for a gift; and
- (d) The amount received.

37 Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board of Directors determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two signatories authorised by the Board of Directors. When payments are made by electronic transfer any two of these authorised signatories may also use their individual passwords to initiate or authorise electronic transfer payments on behalf of the Association

38 Non distribution of profits

The income and property of the Association from whatever sources may only be applied towards the

promotion of the objectives of the Association as set forth in this constitution. No amount or portion of that income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of the Association. Nothing in this clause prevents the payment in good faith of remuneration to any employees of the Association or any member of the Association in return for any services actually rendered to the Association or for goods or services supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate of interest not to exceed 2% per annum above the prevailing interest rate on ten (10) year Australian federal government bonds for money borrowed from any member of the Association or reasonable and proper rent for premises or chattels leased by any member of the Association to the Association.

39 Custody of books etc

Except as otherwise provided by this constitution, the Public Officer and the Board of Directors must keep in their custody or under their control all records, books and other documents relating to the Association.

40 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Association on reasonable notice having been given:
 - (a) records, books and other financial documents of the Association;
 - (b) this constitution;
 - (c) minutes of all Board meetings, committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in sub-clause (a) on payment of a fee of not more than \$1 for each page copied.

41 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally; or
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, unless the contrary is proven, a notice is taken to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42 Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.
- (c) Note: Schedule 1 of the Act provides that an Association's constitution is to address the Association's financial year.

43 Amending the Constitution

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Director of the Board.

Subject to the Director-General's approval, the Association may revoke, add to or vary any of the provisions of this constitution, provided that:

- (a) no part of the Gift Fund or the income of the Gift Fund becomes subject to the control of any institution, organisation, fund or authority other than an approved relief organisation,
- (b) no change is made which authorises investment of any part of the Gift Fund other than in the manner in which trustees are permitted to invest in Australia or any State or Territory of Australia; and
- (c) if the Board of Directors so resolves, any proposed change (s) to the goals of the Association have previously been submitted to the Australian Taxation Office (ATO) and the Association has received written confirmation from the ATO that the proposed change (s) would not adversely affect the Association's tax status under Australian law.

44 Winding Up

The Association may by special resolution:

- (a) resolve that the Association be wound up voluntarily pursuant to Section 50(1) of the Act; or
- (b) resolve that the Association be wound up by the Court pursuant to Section 51(1) of the Act;

The liability of a member of the Association to contribute towards the payment of the debt and liabilities of the Association or the costs, charges and expenses of the winding-up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 9.

In the event of the winding up or dissolution of the Association, any surplus assets remain after satisfaction of debts and liabilities, such surplus assets must not be paid or distributed among the members of the Association, but must be given or transferred to another organisation or company having objectives similar to the objectives of the Association and whose Memorandum of Association or constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Association under or by virtue of rule 38 above. The organisation or organisations to receive those surplus assets is or are to be decided by the Members of the Association at or about the time of the winding-up or dissolution and if the Members do not do so, it is to be decided by application to the Supreme Court of the State in which the registered office of the Association shall be for the time being, for determination.

45 DGR revocation clause

Notwithstanding any other provision of this constitution, if the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first) any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation,
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation,
- (c) money received by the organisation because of such gifts and contributions.