

Constitution

Perth Primary Care Network Limited
ABN 83 062 628 960

Constitution of Perth Primary Care Network Ltd

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

Allied Health Primary Health Care Member means a person who is not a Medical Practitioner whose practice involves the provision of primary patient care to individuals, families and their Community as designated from time to time by the Directors. These persons must practice within the Catchment Area and is granted membership to the Company as an Allied Health Primary Health Care Member and is registered in the Register as an Allied Health Primary Health Care Member.

Alternate Director means a person appointed as an alternate director under clause 45.

Annual General Meeting means the annual general meeting of the Company.

Appointed Director has the meaning given to that term in clause 30.1.

Auditor means the Company's current auditor.

Board means the Board of Directors

Catchment Area means the Company's geographic catchment area as defined by the Directors and as may be modified from time to time.

Community means the Catchment Area within the Australian community.

Community Member means a person, including corporations and organisations, who wishes to support the aims and objects of the Company and who is granted membership to the Company as a Community Member and is registered in the Register as a Community Member.

Company means Perth Primary Care Network Limited ABN 83 062 628 960.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Director includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director.

Directors mean all or some of the Directors acting as the Board.

General Meeting means a meeting in accordance with clause 13.

Gift Fund means is a fund that is maintained for the purpose of the Company such that all gifts and deductible contributions of money or property for the Company are made to it. The Gift Fund must not receive any other money or property and is to be used for the principle objects of the Company.

Health Care means sickness, illness and disease prevention, control, treatment and education.

Honorary Member means a person referred to in clause 9.1

Medical Practitioner means a medical practitioner as defined in section 3 of the *Health Insurance Act 1973* (Cth).

Medical Primary Health Care Member means a Medical Practitioner whose practice involves the provision of primary patient care to individuals, families and their Community as designated from time to time by the Directors within the Catchment Area and who is granted membership to the Company as a Medical Primary Health Care Member and is registered in the Register as a Medical Primary Health Care Member.

Primary Health Care Member means an Allied Health Primary Health Care Member or a Medical Primary Health Care Member.

Member means a Community Member or a Primary Health Care Member.

Register means the register of Members of the Company.

Representative means a person appointed as such under clause 12.

Seal means the Company's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
- (f) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

Objects

4. Objects

4.1 The objects for which the Company is established are:

- (a) facilitating the enhancement of primary Health Care for all members of the local Community;
- (b) facilitating improved liaison between primary Health Care providers and other areas of the Health Care system;
- (c) ensuring the effective integration between general practice and other elements of the Health Care system;
- (d) enabling primary Health Care providers to contribute to health planning at the local level;
- (e) providing better access to available and appropriate primary Health Care services for patients and reducing inappropriate duplication of services;
- (f) facilitating an increased focus on the special and localised health needs of groups (such as people with disease and chronic illness conditions), particularly where these needs are not adequately addressed by the current health system;
- (g) enhancing the educational and professional development opportunities for primary Health Care providers;
- (h) facilitating an increased general practice focus on disease and illness prevention and health promotion activities;
- (i) enhancing the efficiency and effectiveness of health services at the local level;
- (j) meeting and advancing the health needs of the Western Australian community including but not limited to the provision of medical treatment;
- (k) providing Health Care and Health Care services to the Western Australian Community;
- (l) participating in and facilitating research and the compilation of data for statistical and research purposes in all sectors of Health Care and medicine;
- (m) promoting general practice in the provision and coordination of primary Health Care; and
- (n) providing and facilitating educational and professional development for Health Care providers including but not limited to Medical Practitioners.

4.2 For the sole purpose of carrying the Objects the company has power and capacity to do all such acts, deeds and things as a company has capacity and power to do including but not limited to the following:

- (a) To purchase, take on, lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company.

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- (b) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (c) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen, contractors and other persons as may be necessary or convenient for the purpose of the Company.
- (d) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working management, carrying out, alteration or control thereof.
- (e) To invest and deal with the money of the Company not immediately required in such a manner as may be permitted by law for the investments of trust funds.
- (f) To borrow or raise or secure the payments of money in such manner as the Company 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 Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase, redeem, or pay off any such securities.
- (g) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (h) In furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (i) To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- (j) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Company.
- (k) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
- (l) To print and make public any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (m) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to the Company.
- (n) In furtherance of the objects of the Company, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any or

more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

- (o) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institution, societies, or associations with which the Company is authorised to amalgamate.
- (p) To make donations for charitable purposes.
- (q) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

4.3 This provision is to be construed broadly and does not in any way limit the powers under section 124 of the Corporations Act.

5. Amendment of Constitution

5.1 The constitution may be amended, rescinded, or repealed in whole or in part by a special resolution of the Members at a General Meeting.

5.2 Notwithstanding anything to the contrary in the Constitution, no amendment may be made to the Constitution (including this clause) unless:

- (a) a special resolution approving the amendment has been passed by the Members (other than Medical Primary Health Care Members) in general meeting; and
- (b) any resolutions passed by the Members (other than the Medical Primary Health Care Members) is approved by special resolution approving the amendment by the Medical Primary Health Care Members.

5.3 Any intention to amend, or amendment of this Constitution must be notified to the Medical Board of Western Australia (or any successor organisation) in writing within 14 working days.

Income and property of Company

6. Income and property of Company

6.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.

6.2 Clause 6.1 must be construed broadly and must include but is not limited to, the payment in good faith of:

- (a) remuneration of the Company's officers, servants or contractors;
- (b) interest on funds borrowed; and
- (c) the reasonable and proper expenses of the Company.

6.3 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:

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- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.
- 6.4 The Company will do all things necessary to maintain its status as a tax exempt body under any prevailing legislation.

Membership

7. Admission

- 7.1 The number of Members with which the Company proposes to be registered is unlimited.
- 7.2 The Members of the Company are persons, corporations or organisations whom or which the Directors admit to membership in accordance with this Constitution.
- 7.3 Applications for membership of the Company must be in writing in a form approved by the Directors in their absolute discretion.
- 7.4 The Directors will consider each application for membership at the next meeting of Directors after the application is received. In considering an application for membership, the Directors may:
- (a) accept or reject the application; or
 - (b) ask the applicant to give more evidence of eligibility for membership.
- 7.5 If the Directors ask for more evidence under clause 7.4, their determination of the application for membership is deferred until the evidence is given.
- 7.6 The Directors:
- (a) do not have to give any reason for rejecting an application for membership;
 - (b) may reject an application in their complete and unfettered discretion;
- 7.7 No appeal or review from the decision of the Director made pursuant to clause 7.6 lies.
- 7.8 If an application is rejected, the Secretary will send the applicant written notice of the rejection.
- 7.9 If an entrance fee or first annual subscription is payable by members, as soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription.
- 7.10 The Directors may determine the entrance fee (if any) and annual subscription (if any) payable by each Member or each category of Member. Until otherwise determined by the Directors:
- (a) the entrance fee will be \$nil; and
 - (b) the annual subscription will be \$nil.
- 7.11 The annual subscription period will commence on 1 July of each year, and the annual subscription will be due in advance within 30 days of this date.

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- 7.12 The directors may determine that any Member admitted to membership between 1 January and 30 June will pay only one-half of the annual subscription until that Member's next annual subscriptions falls due.
- 7.13 An applicant for membership becomes a Member:
- (a) if there is no entrance fee or first annual subscription payable, at the time the application is accepted by the Directors pursuant to clause 7.4(a); or
 - (b) subject to clause 7.15, if an entrance fee and/or a first annual subscription is payable, when the applicant's entrance fee and/or first annual subscription (as applicable) is paid.
- 7.14 The Directors decision to cancel a membership is final and binding and cannot be reviewed.
- 7.15 If the entrance fee and first annual subscription of an applicant for membership is not paid within 30 days after the date the applicant is notified of acceptance of their application for membership, the Directors may cancel their acceptance of the applicant for membership of the Company and at no point is the applicant considered a Member,
- 7.16 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

8. Community Members

A Community Member has all the rights conferred on Primary Health Care Members by this Constitution, including the right to attend General Meetings of the Company, but will not have the right to vote at General Meetings of the Company.

9. Honorary Members

- 9.1 A person may in the complete and unfettered discretion of the Directors be awarded honorary membership by the Company in recognition of special services rendered to the Company.
- 9.2 Honorary membership does not carry with it any right to vote.
- 9.3 Honorary members are entitled to receive notice of General Meetings and attend General Meetings as observers.

10. Subscriptions

- 10.1 A register of members must be kept in respect of each member and the register must show each member's name, address (electronic addresses where applicable), contact details and the date of commencement and termination of membership.
- 10.2 Each member is obliged to immediately inform the Company of any material change in the member's details as provided for in clause 10.1.

11. Ceasing to be a Member

- 11.1 A Member's membership of the Company will cease:

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- (a) if the Member gives the Secretary notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that the Member continue to be a Member of the Company;
 - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if the member fails to pay any amount due under clause 7.10 or any other monies owed to the company;
- (d) if the Member is a Primary Health Care Member, the Primary Health Care Member ceases to practice within the Catchment Area;
- (e) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) is convicted of an indictable offence; or
 - (iv) has a trustee in bankruptcy or a controlling trustee appointed;
- (f) where the Member is not an individual, if:
 - (i) a liquidator is appointed in connection with the winding-up of the Member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member, except for the purposes of reconstruction or amalgamation.

11.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription; and
- (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

11.3 Any Member guilty of non-observance of this Constitution or the rules or regulations of the Company or misconduct may have his or her membership terminated by the Company. The Company will give the Member two weeks notice of its intention to terminate the Member's membership of the Company, together with notice of the grounds upon which it proposes to terminate the Membership and give the Member the opportunity to make submissions to the Company in respect of that notice.

11.4 No Member must be registered as a Member as nominee or trustee for another person.

11.5 Every Member is bound to further to the best of the Member's ability the objects, interests, influence and standing of the Company and must observe the Constitution and the rules and regulations of the Company in force from time to time.

12. Representatives

- 12.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 12.2 A Representative is entitled to:
- (a) exercise at a General Meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a General Meeting by its Representative.
- 12.3 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 12.4 The chairperson of a General Meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the General Meeting.
- 12.5 The appointment of a Representative may set out restrictions on the Representative's powers.

General meetings

13. Calling General Meeting

- 13.1 Any Director may, at any time, call a General Meeting.
- 13.2 A Member may:
- (a) only request the Directors to call a General Meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a General Meeting except under section 249E or 249F of the Corporations Act.

14. Notice of General Meeting

- 14.1 Subject to the provisions of the Corporations Act allowing General Meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to every Member, every Director and the Auditor of any General Meeting.

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- 14.2 A notice calling a General Meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 14.3 A notice of an Annual General Meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 14.4 The Directors may postpone or cancel any General Meeting whenever they think fit (other than a meeting called as the result of a request under clause 13.2).
- 14.5 The Directors must give notice of the postponement or cancellation of a General Meeting to all persons referred to in clause 59.1 entitled to receive notices from the Company.
- 14.6 The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

Proceedings at General Meetings

15. Member

In clauses 16, 17, 19 and 23, **Member** includes a Member present in person or by proxy, attorney or Representative.

16. Quorum

- 16.1 No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.
- 16.2 A quorum of Members is 10% of the Medical Primary Health Care Members.
- 16.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- (a) if the General Meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and

- (ii) if at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, the General Meeting is automatically dissolved.

17. Chairperson

- 17.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every General Meeting.
- 17.2 The Directors present may elect a chairperson of a General Meeting if:
- (a) there is no chairperson or deputy chairperson; or
 - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the General Meeting; or
 - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the General Meeting.
- 17.3 If no election is made under clause 17.2, then:
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 17.4 If there is a dispute at a General Meeting about a question of procedure, the chairperson may determine the question.

18. Adjournment

- 18.1 The chairperson of a General Meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the General Meeting with the meeting's consent; and
 - (b) must adjourn the General Meeting if the meeting directs him or her to do so.
- 18.2 An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- 18.3 The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- 18.4 Notice of an adjourned General Meeting must only be given in accordance with clause 14.1 if a General Meeting has been adjourned for more than 21 days.

19. Decision on questions

- 19.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 19.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.

19.3 Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
- (b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

19.4 The demand for a poll may be withdrawn.

19.5 A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.

20. Taking a poll

20.1 A poll will be taken when and in the manner that the chairperson directs.

20.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

20.3 The chairperson may determine any dispute about the admission or rejection of a vote.

20.4 The chairperson's determination, if made in good faith, will be final and conclusive.

20.5 A poll may be demanded:

- (a) before a vote is taken;
- (b) before the voting results on a show of hands is declared; or
- (c) immediately after the voting results on a show of hands are declared.

20.6 A poll demanded on the election of the chairperson or the adjournment of a General Meeting must be taken immediately.

20.7 After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

21. Casting vote of chairperson

The chairperson has a casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

22. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or

- (iii) other article,
which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

23. Entitlement to vote

- 23.1 A Member is not entitled to vote at a General Meeting if:
 - (a) the member's annual subscription is more than one month in arrears at the date of the meeting.
 - (b) notice is given pursuant to clause 11.3
- 23.2 Only Medical Primary Health Care Members and Allied Health Primary Health Care Members may vote at a General Meeting.
- 23.3 A Member entitled to vote has one vote.

24. Objections

- 24.1 An objection to the qualification of a voter may only be raised at the General Meeting or adjourned General Meeting at which the voter tendered its vote.
- 24.2 An objection must be referred to the chairperson of the General Meeting, whose decision is final.
- 24.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

25. Votes by proxy

- 25.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.

Before a vote is taken, the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.
- 25.2 A proxy need not be a Member.
- 25.3 A proxy may demand or join in demanding a poll.
- 25.4 A proxy or attorney may vote on a poll.
- 25.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

26. Document appointing proxy

- 26.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors

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may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.

- 26.2 For the purposes of clause 26.1, an appointment received at an electronic address will be taken to be signed by the Member if:
- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 26.3 A proxy's appointment is valid at an adjourned General Meeting.
- 26.4 A proxy or attorney may be appointed for all General Meetings or for any number of General Meetings or for a particular purpose.
- 26.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the General Meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the General Meeting whether or not the motion is referred to in the appointment.
- 26.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more directors or the Secretary.

27. Lodgement of proxy

- 27.1 The written appointment of a proxy or attorney must be received by the Company, at least 24 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the General Meeting or adjourned General Meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 27.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Company's registered office;
 - (b) a facsimile number at the Company's registered office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

28. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant General Meeting or adjourned General Meeting.

Appointment and removal of Directors

29. Number of Directors

29.1 There must be six elected Directors and no more than six Directors (excluding any Directors who are Appointed Directors pursuant to clause 30).

30. Appointed Directors

30.1 The Board may (but is not obliged to) appoint up to four persons to be additional Directors at any time (**Appointed Directors**). For the avoidance of doubt, these persons may be Medical Primary Health Care Members, Allied Health Primary Health Care Members or independent persons.

30.2 Appointed Directors hold office until the next Annual General Meeting of the Company.

30.3 Appointed Directors are not eligible for election at the Annual General Meeting.

31. Qualification

31.1 To be eligible for:

- (a) election as a Director under clause 32;
- (b) filling a vacated office under clause 35;
- (c) appointment as a casual director under clause 34; or
- (d) appointment as an alternate director under clause 45,

a person must:

- (e) be a Medical Primary Health Care Member; and
- (f) satisfy any further eligibility requirements set by the Company's nomination and remuneration committee from time to time.

32. Election and removal of Directors

32.1 The Company may by resolution passed in a General Meeting:

- (a) elect new Directors;
- (b) remove any Director before the end of the Director's period of office; and
- (c) appoint another person in the Director's place.

32.2 A person appointed under clause 32.1(c) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.

32.3 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.

32.4 Within 14 days of the suspension, the Directors must call a General Meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 32.1(b) or annul the suspension and reinstate the Director.

32.5 Clauses 32.1(a) and 32.2 are subject to clause 37 and clause 37 prevails over clauses 32.1(a) and 32.2.

33. Other grounds for removal

A Director automatically ceases to be a Director in the event the Director:

- (a) becomes bankrupt, suspends payment or makes any arrangement or composition with the Director's creditors;
- (b) is subject to a sanction from that Director's supervisory body for professional misconduct.
- (c) engages in conduct that brings the Company into ill-repute;
- (d) resigns by notice in writing to the Company;
- (e) is convicted of an offence of dishonesty.
- (f) ceases to be a Director by virtue of, or becomes prohibited from being a Director because of, an order made under the Corporations Law;
- (g) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (h) becomes permanently incapacitated from performing the duties of a Director;
- (i) is absent without permission of the Directors from the meetings of Directors for a period exceeding three months.

34. Casual Directors

34.1 Subject to clause 31, the Directors may appoint any person as a Director to fill a casual vacancy.

34.2 A Director appointed under clause 34.1 will hold office until the next Annual General Meeting of the Company when the Director may be elected.

35. Retirement by rotation

35.1 Subject to clause 35.4, at the close of each Annual General Meeting a number of Directors must retire from office, being the number:

- (a) determined by the Directors; or
- (b) two,

whichever is the greatest.

35.2 The Directors to retire by rotation at an Annual General Meeting are those Directors who have been longest in office since their last election.

35.3 Directors elected on the same day may agree among themselves or determine by lot which of them must retire.

35.4 A Director must retire from office at the conclusion of the second Annual General Meeting after the Director was last elected.

35.5 A retiring Director remains in office until the end of the meeting and will be eligible for re-election at the meeting.

36. Filling vacated office

36.1 When a Director retires at a General Meeting, the Company may by ordinary resolution elect a person to fill the vacated office.

36.2 If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:

- (a) it is resolved not to fill the vacated office; or
- (b) the resolution for the re-election of the Director is put and lost.

37. Postal Ballot for Elections

37.1 All elections of Directors must be by postal ballot.

37.2 At least two months prior to the Annual General Meeting, the Company must call for nominations for a new Director or Directors as the case may be.

37.3 The Election Date for a new Director is the date of the Annual General Meeting

37.4 Voting for the election of Directors is voluntary.

37.5 Nominations must be:

- (a) a written notice signed by the Member and counter-signed by the nominee;
- (b) made by pre-paid post; and

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- (c) received at the office of the Secretary not later than 12 noon on the day specified in the call for nominations, being a day at least 25 days before the Election Date.
- 37.6 Once nominations close any nomination received after that point in time does not count.
- 37.7 Nominations may be forwarded to the Secretary by facsimile transmission.
- 37.8 If the number of persons nominated by the Primary Health Care Members for election as Directors, equal the number of vacant positions, those persons shall be deemed to have been duly elected.
- 37.9 Members must be notified within 14 days of a deemed election.
- 37.10 Any deemed election takes effect from the date of the Annual General Meeting.
- 37.11 If more persons are nominated by the Primary Health Care Members for election as Directors, than there are seats vacant, the Secretary must conduct an election by postal ballot of the Primary Health Care Members.
- 37.12 A postal ballot is to be conducted under the following procedures:
- (a) the Secretary must distribute Voting Papers to all Primary Health Care Members not later than 21 days before the Election Date;
 - (b) the expression "Voting Papers" in clause 37.11(a) means:
 - (i) a notice of election in the a form decided by the Board from time to time, completed as may be appropriate;
 - (ii) a memorandum of not more than 200 words setting out brief biographical details of each candidate, if the same have been provided to the Secretary;
 - (iii) a ballot paper in a form decided by the Board from time to time, completed as may be appropriate;
 - (iv) an envelope distinctively marked "Ballot Paper";
 - (c) The Secretary shall act as the Returning Officer and may appoint such assistant Returning Officers as he or she thinks fit.
 - (d) Persons voting must exercise their vote in the manner directed by the voting instructions set out in the ballot paper.
 - (e) Each completed ballot paper must be enclosed in the pre-paid envelope supplied.
 - (f) No ballot papers shall be accepted other than those officially issued for the election.
 - (g) Subject to paragraph (i) no ballot paper received after 12 noon on the Election Date shall be examined or counted in the election.
 - (h) The Returning Officer must in the first instance determine the validity of each ballot paper, and his or her decision shall be final.
- 37.13 The manner of counting the votes is as follows:
- (a) Only wholly valid ballot papers shall be counted.
 - (b) All ballot papers must be counted at the Annual General Meeting.

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- (c) The candidate receiving the highest number of votes must be declared elected at the Annual General Meeting
- (d) If there is a tie, the candidate to be elected must be determined by the drawing of lots by the Secretary in the presence of two witnesses. The tied candidates are entitled to be present at the drawing of the lots.
- (e) Within 14 days, the Members must be informed of the election of a new Director.

38. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Company;
- (d) is removed by a resolution of the Company;
- (e) retires pursuant to clause 35 or otherwise;
- (f) is absent from Directors' meetings for three consecutive months without a leave of absence from the Directors;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act; or
- (h) is the Chief Executive Officer (or equivalent) of a Member that ceases to be a Member under clauses 11.1 and 11.3.

Powers and duties of Directors

39. Powers and duties of Directors

- 39.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in General Meeting.
- 39.2 Without limiting the generality of clause 39.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and

- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

39.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by any 2 Directors or in such other manner as the Board may determine from time to time.

Proceedings of Directors

40. Directors' meetings

- 40.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 40.2 A Directors' meeting must be called on at least 5 days written notice of a meeting to each Director and each Director's alternate.
- 40.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 40.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 40.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 40.6 Subject to clause 44, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 40.7 Clauses 40.4 to 40.5 apply to meetings of Directors' committees as if all committee members were Directors.
- 40.8 The Directors may meet together, adjourn and regulate their meetings as they think fit
- 40.9 The Directors must meet at least 4 times a year.
- 40.10 A quorum is a majority of Directors for the time being.
- 40.11 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a General Meeting to deal with the matter.
- 40.12 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

41. Decision on questions

- 41.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 44, each Director has one vote.

- 41.2 The chairperson of a meeting shall have a casting vote in addition to his or her deliberative vote.
- 41.3 An Alternate Director has one vote for each Director for whom he or she is an alternate.
- 41.4 If the Alternate Director is a Director, he or she also has a vote as a Director.

Remuneration of Directors

42. Remuneration of Directors

The remuneration of the Directors may from time to time be determined by the Company's nomination and remuneration committee.

43. Other payments to Directors

- 43.1 If a Director is required to perform services for the Company which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, then the Company may pay the Director a fixed sum determined by the Directors in addition to or instead of the Director's remuneration under clause 42.
- 43.2 The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or otherwise in connection with the Company's business.
- 43.3 The Company may also pay a premium in respect of a contract insuring a person who is or has been a Director against a liability incurred by the person as a Director, except in circumstances prohibited by the Corporations Act.

44. Directors' interests

- 44.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 44.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 44.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- 44.4 A Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
 - (b) hold any office or place of profit other than as auditor in the Company; and
 - (c) act in a professional capacity other than as auditor for the Company,

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and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

44.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so or:

- (c) The matter applies to an interest that the Director has in common with the Members of the Company; or
- (d) The Directors have at any time passed a resolution that specifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter.

in which case the Director may:

- (e) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (f) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (g) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

44.6 A Director may not affix the Common Seal to or sign any instrument in which the Director is interested in the contract or arrangement to which the instrument relates.

44.7 A Director who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with the Director's interests as a Director, must declare at a meeting of the Directors, the fact and the nature, character and extent of the conflict.

44.8 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

45. Alternate Directors

45.1 A Director may, with the approval of the Directors, appoint any person as his or her alternate for a period determined by that Director.

45.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.

45.3 An Alternate Director is an officer of the Company and is not an agent of the appointor.

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45.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.

45.5 The appointment of an Alternate Director:

- (a) may be revoked at any time by the appointor or by the other Directors; and
- (b) ends automatically when the appointor ceases to be a Director.

45.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary at the first meeting of the Board after the appointment or revocation.

46. Remaining Directors

46.1 The Directors may act even if there are vacancies on the Board.

46.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director or Directors; or
- (b) call a General Meeting.

47. Chairperson

47.1 The Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.

47.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within fifteen minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

47.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

48. Delegation

48.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a Board, to a committee or committees.

48.2 The Directors may at any time revoke any delegation of power to a committee.

48.3 At least one member of each committee must be a Director.

48.4 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

48.5 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.

48.6 Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

49. Written resolutions

- 49.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 49.2 For the purposes of clause 49.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 49.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 49.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause.
- 49.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

50. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

51. Minutes and Registers

- 51.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of General Meetings, Directors' meetings and meetings of Directors' committees;
 - (c) all resolutions passed by Directors in accordance with clause 49;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Directors' committees; and
 - (f) all disclosures of interests made under clause 44.
- 51.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 51.3 The Secretary must keep all registers required by this Constitution and the Corporations Act.

Local management

52. Local management

52.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

52.2 Without limiting clause 52.1 the Directors may:

- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) delegate to any person appointed under clause 52.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,

on any terms and subject to any conditions determined by the Directors.

52.3 The Directors may at any time revoke or vary any delegation under this clause.

53. Appointment of attorneys and agents

53.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Directors.

53.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.

53.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

53.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.

53.5 An attorney or agent appointed under this clause may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Secretary

54. Secretary

- 54.1 The Board may appoint one or more individuals to be a Secretary either for a specified term or without specifying a term.
- 54.2 The Secretary may or may not be a Director of the Company.
- 54.3 If the Secretary is not already a Director, the Secretary is entitled to attend and be heard on any matter at all Directors' and General Meetings.
- 54.4 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

Seals

55. Common Seal

- 55.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal; and
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.
- 55.2 The company may execute a document without using the Seal if the document is signed by:
- (a) 2 directors; or
 - (b) A Director and the Secretary.

56. Duplicate Seal

If the Company has a Seal, the Company may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face; and
- (b) must not be used except with the authority of the Directors.

Inspection of records

57. Inspection of records

- 57.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 57.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

58. Service of notices

- 58.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 58.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 58.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 58.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office.
- 58.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 58.
- 58.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 58.7 Subject to the Corporations Act, the signature to a written notice given by the Company may be written or printed.

58.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

59. Persons entitled to notice

59.1 Notice of every General Meeting must be given to:

- (a) every Member, except Members who have not supplied an address;
- (b) every Director and Alternate Director; and
- (c) the Auditor.

59.2 No other person is entitled to receive notice of a General Meeting.

Audit and accounts

60. Audit and accounts

60.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.

60.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.

60.3 The Directors must maintain the Gift Fund.

Winding up

61. Winding up

61.1 If the Company is wound up:

- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year,
undertakes to contribute to the property of the Company for the:
 - (c) payment of debts and liabilities of the Company (in relation to clause 61.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,
- such amount as may be required, not exceeding \$10.00.

61.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation, association or institution which, by its constitution, is:

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- (a) has objects similar to the objects of the Company;
- (b) prohibited from making any distribution to its members to an extent at least as great as is imposed on the Company pursuant to clause 6,

such corporation, association or institution to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Western Australia for determination.

- 61.3 The Company must ensure that all authorities that need to be notified under relevant legislation are notified of the Company being wound up.

Indemnity

62. Indemnity

- 62.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against:
- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); or
 - (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 62.2 The amount of any indemnity payable under clauses 62.1(a) or 62.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 62.3 For the purposes of this clause, **officer** means:
- (a) a Director; or
 - (b) a Secretary.