

## PART 3

### THE BOARD

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#### **14. POWERS, ETC. OF BOARD**

14.1 The Committee shall be called the Board of management of the NDGP and, subject to the Act, the Regulation, and this constitution and to any special resolution passed by the NDGP in general meeting:

- (a) The affairs of the association shall be managed and controlled exclusively by the committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association and are not by the Act or by these rules required to be done by the association in general meeting.
- (b) –The committee shall have the power to appoint such officers and employees as are required to carry out the objects of the association, including a public officer required by the Act and may, provided that any such delegation is permissible under the Act, discuss or delegate any of its powers to such officers and employees.

#### **15. COMPOSITION AND MEMBERSHIP OF BOARD**

15.1 There shall be a minimum of 3 and a maximum of ~~6-7~~ Directors of NDGP, together called the "Board", comprising the Directors elected directly by the ~~Financial Members~~, and ~~comprising Directors appointed, as seen fit, by the Board.~~

- (a) ~~the Chair; and~~
- (b) ~~up to 5 other elected Directors.~~  
~~each of whom shall be elected pursuant to rule 16.~~

15.2 The Board will appoint from within its elected Directors, Office Bearers including:

- (a) Chair
- ~~(a)~~(b) Vice Chairman

~~(b)~~(c) Treasurer; and

- ~~(c)~~(d) Secretary

An office-bearer may hold up to 2 offices, other than the offices of Chair.

15.3 ~~Each member of the Board shall, subject to these rules, be eligible for re-election for a further two year term, upon serving a 2 year term as a Director.~~

#### 15.3 Terms of Office

- (a) Subject to this constitution, a committee member holds office from the conclusion of the meeting the member is elected until the next annual general meeting when standing for re-election.
- (b) A member is eligible, unless un-qualified, for re-election.
- (c) A term of office will be 3 years
- (d) There is no limit on the number of consecutive terms for which a committee member may be elected to hold office.

#### **15.4 Classes of Directors**

- (a) The Board will consist of:
  - (i) Minimum of 3 and up to a maximum of 7 Elected Directors; including
  - (ii) Up to two (2) Appointed Directors, subject to clause 15.1, so long as it is within the-total number of Directors is permitted.
- (b) Subject to clauses 15.4 (a) (i), any person Elected Director must be a financial member of the Association.

#### **15.5 Election and appointment of Directors**

Without limiting the Members' rights under clause 15.1 or the Corporations Act, Directors will either be:

- (a) elected by the Members in general meeting in accordance with clause 16 or
- (b) appointed by the Board (or the sole Director) in accordance with clause 15.5(c),
- (c) If the number of Directors fall below the minimum number permitted, then the remaining Directors are able to appoint Directors to make up the minimum number of Directors.

#### **15.6 Rotational terms for Directors**

As far is practicable, there shall be a rotational system of ~~2~~3 year terms of office for each Director of the Board, so that at each AGM approximately one ~~half~~third of the Board and who have served approximately ~~2~~3 years since they were elected, must retire from office but, provided that they are not disqualified by law or under these rules from being reappointed, shall be eligible for re-election.

#### **15.7 Casual Vacancy**

In the event of a casual vacancy under rule 21 occurring in the membership of the Board, the Board may appoint a member of the ~~NDGP-organisation~~ to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment. The term appointed as a casual vacancy will not be counted as a term of office under clause-15.3(c)~~4~~ for eligibility for re-election.

### **16. ELECTION OF MEMBERS**

16.1 Nominations of candidates for election as Directors of the Board -

- (a) shall be made in writing, signed by 2 members of the NDGP and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

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- (b) shall be delivered to the Public Officer or other appointed returning officer~~secretary~~ of the NDGP not less than **22 days** before the date fixed for the holding of the annual general meeting at which the election is to take place.

16.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations ~~shall may~~ be received at the annual general meeting.

16.3 If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.

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~~16.5~~16.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

~~16.6~~16.5 The ballot for the election Directors of the Board shall be by Postal Voting or any other electronic means the Board may determine and the result declared at the annual general meeting. The Board must ensure that sufficient period is allowed to complete the postal ballot at least 7 days prior to the holding of the relevant AGM but otherwise shall be in such manner as directed by the Board.

~~16.7~~16.6 A first past the post voting system will be used to determine the elected positions.

~~16.8~~16.7 ~~A member may be nominated for the position of Chairman and/or a Director.~~

- (a) ~~If a member is elected as the Chairman then his nomination in the Director ballot will then lapse.~~
- (b) ~~That in the event of a tied vote between two candidates, the ballot will be repeated at the AGM by those present until one member is elected.~~

## 17. CHAIRMAN

17.1 The Chair~~man~~ of the Nepean Division of General Practice is to:

- (a) Chair meetings of the Board
- (b) Have the option to be a member of all sub-committees of the Board

17.2 To be eligible to stand for Chair~~man~~ the member must have served on the Board for 11 Calendar months.

17.3 The Chair~~man~~ and other directors will receive a stipend as determined by the Board for all work performed within the boundaries of the Division.  
The maximum ceiling amount for combined Directors will be determined by the membership at each AGM

## 18. DIRECTORS

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- 18.1 All Directors shall perform their duties in accordance with best practice of accepted governance practice. This includes but not limited to:
- (a) Impartially
  - (b) In a professional manner
  - (c) In good faith and
  - (d) In the best interests of the organisation

#### **19. PROFESSIONAL ADVICE**

19.1. The Board shall engage or appoint such other professional personnel to advise or represent the interests of the NDGP as and when the Board requires.

#### **20. BY LAWS**

- 20.1 The Board may determine policies or by laws consistent with but subordinate to the rules of this constitution, to give procedural direction.

#### **21. CASUAL VACANCIES**

- 21.1 For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member -
- (a) dies;
  - (b) ceases to be a member of the NDGP;
  - (c) becomes an insolvent under administration within the meaning of corporations Law;
  - (d) is disqualified by the Act;

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- (e) resigns office by notice in writing given to the secretary;
- (f) is removed from office under rule 22
- (g) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (h) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting.

## 22. REMOVAL OF MEMBER

- 22.1 -The NDGP in a general meeting may, by resolution, remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 22.2 Where a member of the Board to whom a proposed resolution referred to in clause 22.1 relates, makes representations in writing to the secretary or chairman (not exceeding a reasonable length) and requests that the representations be notified to the members of the NDGP, the secretary or the chairman may send a copy of the representations to each member of the NDGP 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.

## 23. MEETINGS AND QUORUM

- 23.1 The Board shall meet at least 3 times in each period of 12 months at such place and time as the Board may determine. Meetings may be held by teleconference or other electronic media means.
- 23.2 Additional meetings of the Board may be convened by the chairman or by any two members of the Board.
- 23.3 Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under clause 23.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 23.5 Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 23.6 No business shall be transacted by the Board 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- 23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 23.8 At a meeting of the Board -
  - (a) the chairman or, in the chairman's absence, the vice chairman, shall preside; or
  - (b) if the chairman and the vice chairman are absent or unwilling to act such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

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- 23.9 Questions arising at any meeting shall be decided by a majority of votes of members of the committee present at the meeting. In the event of an equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 23.10 A member of the committee having a pecuniary or other interest in a contract or action with the association must disclose that interest to the committee as required by the Act and shall not vote with respect to that contract unless otherwise determined by the Board.

#### 24. AUDITOR APPOINTMENT

- 24.1 The association (if required by the Act) shall appoint an auditor at its discretion subject to approval by a resolution of the members of the association.

#### 25. DELEGATION BY BOARD TO SUB-COMMITTEE

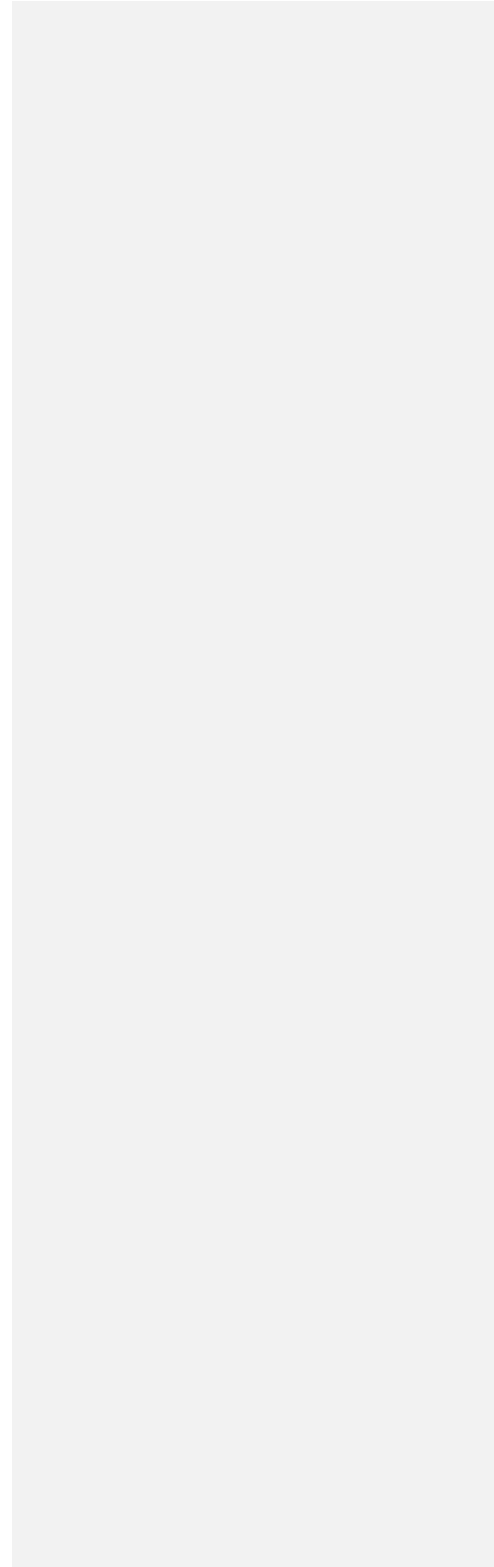
- 25.1 The Board may, by instrument in writing, delegate to one or more sub- committees (consisting of such member or members of the NDGP as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than -
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- 25.2 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 25.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 25.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 25.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it has been done or suffered by the Board.
- 25.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 25.7 A sub-committee may meet and adjourn as it thinks proper.

#### 26. VOTING AND ELECTIONS

- 26.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 26.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (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.
- 26.3 Subject to clause 23.5, the Board may act notwithstanding any vacancy on the Board.
- 26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

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