

CONSTITUTION

of

South East Alliance of General Practice – Brisbane Ltd



Company Limited by Guarantee

CONSTITUTION

OF

SOUTH EAST ALLIANCE OF GENERAL PRACTICE - BRISBANE LTD

Interpretation

1. In this Constitution:

“Board” means the Board of Directors of the Company;

“Company” means this company limited by guarantee called South East Alliance of General Practice - Brisbane Ltd

“Director” has the meaning set out later in this Constitution;

“General Practice” means that part of the Australian health care system which operates predominantly through private medical practices, which provide universal unreferral access to whole person medical care for individuals, families and communities. General practice care means comprehensive, coordinated and continuing medical care drawing on biomedical, psychological, social and environmental understandings of health. “General Practices” has a corresponding meaning.

“General Practitioner” means is a registered medical practitioner who is qualified and competent for General Practice in Australia. A general practitioner:

- Has the skills and experience to provide whole person, comprehensive, coordinated and continuing medical care; and
- Maintains professional competence for General Practice.

“Law” means the Corporations Act 2001 as amended;

“Member” means a member of the Company and includes Premium Members, Ordinary Members, and Associate Members.

“Voting Member” means a member of the Company who is entitled to vote at general meetings of the Company.

Words or expressions contained in this Constitution must be interpreted in accordance with the provisions of the Law as in force as at the date at which this Constitution becomes binding on the Company.

Objectives

2. The Company is established with the purpose of promoting the prevention and control of disease in humans, through:
 - a. Assisting all members of General Practices to:
 - Enhance their skills, through the provision of appropriate information, training and education;
 - Conduct research, particularly scientifically based evaluation of community medicine, and to assist general practitioners to apply research in the context of General Practice;
 - Liaise more effectively with other general practitioners, other health professionals, health services and community groups, and related organizations for the benefit of the community; and
 - Advance the standards of care provided through General Practice.
 - b. Assisting other health care providers in similar ways to those contemplated above, and through application of the above.
 - c. Promoting community awareness of disease and the prevention of illness.

The Company will also take over the assets and functions of the previous incorporated associations called “The Association of the Brisbane Inner South Division General Practice Inc” (called “BISDiv”) and “Association of Bayside GP Division (Brisbane) Inc” (called “Bayside”), and will assist other bodies whose objectives are similar to that of the Company.

The Company’s activities are principally undertaken in its service area, described further in Clause 5.

3. The company has the legal capacity and powers of an individual, and the powers of a body corporate, as described in s.124 of the Corporations Act. Those powers are to be exercised by the Company for the purpose of pursuing the objectives of the Company, and for associated purposes.

Membership of the Company

4. a. Members of the Company are:
 - i. Initially, the subscribers to the Company, namely:

Glen Nicholas Pearse
Richard Murias

Kay Suzanne Margaret Scott
Claire Louise Jackson
Margaret Marsden
Janette Maree Randall
Gwendoline Ruth Burton
Ian Douglas Williams

- ii. From time to time, those people noted on the Register of Members maintained by the Secretary.

It is intended that the members of BISDiv and Bayside will apply for membership of the Company, after its incorporation.

- b. The Secretary must follow the directions of the Board in maintaining the Register of Members.
- c. Unless a natural person is an initial subscriber to the Company, they may only become a Member upon approval by the Board, which must consider the following principles:
 - i. Whether the application of the proposed Member is consistent with any manner of application prescribed by the Board from time to time;
 - ii. whether the gifts, skills and abilities of the proposed Member will, in the opinion of the Board, assist the Company in achieving its objectives as set out in this Constitution;
 - iii. whether the proposed Member meets any additional criteria identified for membership in the particular class in which they have applied for membership; and
 - iv. any other issue which is considered material in the discretion of the Board.

The Board may wait until its next scheduled meeting after the receipt of any application for membership to determine whether to approve or reject the application. The Board must decide, at that next meeting if practical, whether to accept or reject the application. The Secretary of the Board must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

- d. Entities other than natural persons (including companies, incorporated associations, unincorporated associations, partnerships, and medical practices however they are organised) are not intended to become

members of the Company, as membership is intended to be restricted to individuals.

However, the Board may make provision for medical practices to describe themselves as being associated with the Company, for example in situations where a significant number of the individuals participating in a medical practice are Members of the Company.

If fees are charged for membership, then the Board may also make provision for medical practices to pay for the membership of the individuals participating in that practice on a group-payment basis.

The Board may make policies and establish procedures for facilitating the involvement of medical practices in the Company, as contemplated in the previous paragraphs.

Classes of members

5. a. *Ordinary Members*

This class of membership will be open only to general practitioners of medicine, who participate in the General Practice of medicine within the Company's service area.

For the purposes of qualifying for membership, the phrase "participate in the General Practice of medicine" includes General Practice on a casual, part time or full time basis, and includes intending to commence or resume practice after a period of not practicing (for example, relocating into the Company's service area, or returning to practice after a period of family or sick leave).

The Company's service area at the time of adopting this constitution is the following suburbs by postcode:

Formerly covered by BISDiv

- *4101 West End, Highgate Hill, South Brisbane, Hill End*
- *4102 Woolloongabba, Dutton Park, Buranda*
- *4103 Fairfield, Annerley*
- *4104 Yeronga*
- *4105 Moorooka, Yeerongpilly, Tennyson*
- *4120 Greenslopes, Stones Corner*
- *4151 Coorparoo*
- *4152 Camp Hill, Carina, Carina Heights, Carindale*
- *4169 Kangaroo Point, East Brisbane*
- *4170 Cannon Hill, Norman Park, Morningside, Galloways Hill, Seven Hills, Colmslie*
- *4171 Bulimba, Hawthorne, Balmoral*

- 4172 Murarrie

Formerly covered by Bayside

4153	4157*	4161*	4173	4183*
4154	4158*	4163*	4174	4184*
4155	4159*	4164*	4178	
4156	4160*	4165*	4179	

i.e the Statistical local areas of: Alexandra Hills, Belmont-Mackenzie, Birkdale*, Burbank, Capalaba*, Capalaba West*, Chandler, Cleveland*, Gumdale, Hemmant-Lytton, Lota, Manly, Manly West, Moreton Island*, Ormiston*, Ransome, Redland (S) Bal* (Stradbroke, Russell and Macleay islands), Redland Bay*, Sheldon-Mt Cotton*, Thorneside*, Thornlands*, Tingalpa, Victoria Point*, Wakerley, Wellington Point*, Wynnum, Wynnum West.*

The Company's service area may change in accordance with the service obligations which the Company agrees to undertake, and the Board may determine what the Company's service area is from time to time.

Initially, there will be no fee for membership as an Ordinary Member. However, the Board has power, from time to time as they consider appropriate, to set a fee for membership as an Ordinary Member. If such a fee is set, the Board has power to establish a fee policy which sets fees for individual membership and allows for variation in member and practitioner circumstances.

Ordinary members are the only members of the company who are Voting Members. The rights of Voting Members are set out in detail throughout this constitution.

For clarity, the Company acknowledges that based on its current service obligations to general practitioners (the "basic services"), at the time of adopting this Constitution, it is not necessary for a general practitioner who participates in the General Practice of medicine within the Company's service area to become an Ordinary Member, in order for them to be eligible to receive the basic services provided by the Company to general practitioners. It is noted that the funding basis for the company's service obligations may change from time to time, and the basic services, and entitlement to them may change from time to time.

However:

- unless a person is an Ordinary Member, they are not entitled to any of the privileges of an Ordinary Member including the right to participate in meetings and to vote; and
- the Company may elect to provide additional services from time to time, and may determine that such additional services are only available to Ordinary Members, or to members in other classes.

b. *Premium Members*

This class of membership is intended to be further developed by the Company after incorporation.

It is intended that Premium Members will pay a membership fee in addition to any fee which may be paid for another class of membership, and that they will receive different services.

Any fee for Premium membership, and the nature of the services to be provided, may be determined by the Board from time to time. The Board may establish a fee policy to encourage groups to pay for all of their members as Premium members, and to encourage people who may undertake part time work to pay for Premium membership, in a similar way to that contemplated by Clause 5.a.

This class of membership will be open to all people who meet such criteria as are set by the Board from time to time, and is not limited to people who qualify as Ordinary or Associate members.

Premium Members are not Voting Members.

A person may be both an Ordinary Member or Associate Member and a Premium Member.

c. *Associate Members*

This class of membership is intended to be available to people who do not meet the criteria to qualify as an Ordinary Member, but who wish to be involved with or receive services from the Company.

Associate Members currently pay a fee for membership. Any fee for Associate membership, and the nature of the services to be provided to be provided to Associate Members, may be determined by the Board from time to time.

The Board may set additional criteria for Associate Membership from time to time. Currently, the Board intends Associate membership to be taken up by people who do not qualify as Ordinary Members, but who are involved in the provision of health services. However, the Board may vary that intention and set any criteria for Associate membership from time to time.

Associate Members are not Voting Members.

A person may not be both an Ordinary Member and an Associate Member.

Provisions about Membership

6. No right or privilege of any Member is in any way transferable or transmissible. All rights and privileges of any Member cease upon the Member ceasing to be recorded as such in the Register of Members.
7. The number of Members in the Company must not be less than one and there is no upper limit.

End of Membership

8. A Member ceases to be a Member of the Company:
 - a. On their retirement or resignation from the Company;
 - b. On their death;
 - c. If they no longer meet the qualifications for their particular class of membership, having regard to the principles set out in clauses 4 and 5 of his Constitution;
 - d. If they fail to pay any membership fee which may be required for their particular class of membership when it is due, and this failure continues beyond a point in time which the Board considers reasonable (and the Board may establish a policy setting a cut-off date at which time non-payment will result in loss of membership – and the Board may set the length of any “grace period”, if any).
 - e. On being removed from the Register of Members pursuant to a valid resolution of the Board. The Board may make such a resolution at any time if they consider it appropriate having regard to the principles set out in clauses 4 and 5 of this Constitution.
9. Before the Board resolves to remove a Member from the Register of Members pursuant to clause 8.d., the Board must give the member a full and fair opportunity to show why the proposed decision should not be made and in particular, must provide the member with:
 - a) 14 days notice of the Board meeting at which the matter is to be considered; and
 - b) notice of the proposed resolution; and
 - c) notice of any evidence to be considered by the Board; and
 - d) an opportunity to make written submissions to the Board in relation to the resolution and any other matter.
10. If, after considering all representations made by the Member, the Board does resolve to remove them from the Register, the Secretary must give the Member a written notice setting out the resolution of the Board.

11. Where the Member exercises a right of appeal to the Members of the Company in General Meeting against a resolution of the Board to remove them from the Register of Members, the effect of the Board's resolution is delayed until a general meeting of the Company considers the appeal as set out below.

Appeal Against Rejection or Termination Of Membership

12. A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
13. A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
14. If the Secretary receives a notice of intention to appeal, the Secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
15. At a general meeting of the Company convened to consider an appeal -
- a) There must be no business other than the question of the appeal, and similar appeals by other members;
 - b) The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c) The member must be given a full and fair opportunity to be heard; and
 - d) The members present must vote by secret ballot on the question whether the resolution of the Board should be confirmed or revoked, and the outcome of that vote (by simple majority) binds the Company and the Board.

Membership of the Board

16. a. The members of the Board are known as Directors.
- b. The Board consists initially of

Glen Nicholas Pearse
Richard Murias
Kay Suzanne Margaret Scott
Claire Louise Jackson
Margaret Marsden
Janette Maree Randall
Gwendoline Ruth Burton
Ian Douglas Williams ***[identify Secretary]***

Those Directors are appointed initially for terms which expire at the first Annual General Meeting of the Company.

- c. The Members have the power to add or remove Directors in accordance with the principles set out in this Constitution.
 - d. The Board has the power to add or remove Directors in accordance with the principles set out in this Constitution.
17. A person ceases to be a Director when that person:
- a. ceases to be a Director by virtue of the Law;
 - b. becomes bankrupt or makes any arrangement or composition with their creditors;
 - c. becomes prohibited from being a Director of a company by reason of any orders made under the Law;
 - d. 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;
 - e. is convicted of an indictable offence; or
 - f. resigns their office by notice in writing to the Company.
18. The number of Directors will be not less than four and not more than ten.

Appointment of Secretary

19. a. The Board must appoint a Secretary for the Company who has the powers and obligations identified in this Constitution and the Law.
- b. The Secretary is initially the subscriber to the Company identified with that title.
- c. The Secretary may also be a Director but is not required to be.
- d. If the Secretary is a Director, then the minimum number of Directors is three plus the Secretary.

Appointment of other positions

20. The Board may create other positions such as those of President and Treasurer, may determine what qualifications are appropriate for those positions, and may allocate such duties and responsibilities to them as it considers appropriate. The Board will appoint Directors to fill those positions.

Powers of the Members in General Meeting

21. All Members may attend and speak at general meetings. Members will exercise their rights to attend and speak in accordance with any policy developed by the Board. However, only Voting Members may vote on any issues arising at general meetings.

The Voting Members may, by following the procedures for general meetings set out in this Constitution, appoint by simple majority vote whatever number of Directors to the Board as they consider appropriate (but within the minimum and maximum restrictions set out in the Law and this Constitution).

The Voting Members may only elect Voting Members to the Board. However, the Board may appoint additional Directors who are not Voting Members, in accordance with Clause 26.

The Voting Members may specify a term of appointment for any Director at the time of appointment, or at any later stage.

Transitional arrangements

It is intended that the Voting Members will facilitate the transition of BISDiv and Bayside and their members into the Company by following these principles:

At the first election of Directors, which is intended to be the first Annual General Meeting of the Company:

- 4 Directors will be appointed to represent BISDiv and 4 Directors will be appointed to represent Bayside.
- Of the 4 Directors representing BISDiv, 2 will be elected for 2 year terms and 2 will be elected for one year terms. Of the 4 Directors representing Bayside, 2 will be elected for 2 year terms and 2 will be elected for one year terms.
- A Director will be considered to represent BISDiv or Bayside if they are, at the time of adoption of this Constitution, association members or part of the association Board or management committee for either BISDiv or Bayside respectively, or in practice as a general practitioner of medicine

in one of the geographical areas serviced by either BISDiv or Bayside respectively.

- Where possible, the Voting Members will act as though members (or former members) of BISDiv and Bayside are entitled to elect the Directors considered to represent them.

At the second election of Directors, which is intended to be the second Annual General Meeting of the Company:

- The terms of 2 Directors considered to represent BISDiv and of 2 Directors considered to represent Bayside will be expiring, and are eligible for re-election if they wish to seek it.
- 4 Director's positions will be available and all Voting Members will elect Directors to those positions, for terms of 2 years, without having regard to whether the elected Directors represent BISDiv or Bayside.

At all subsequent elections of Directors, unless the Members determine otherwise:

- All positions will be available to all qualified candidates without regard to any affiliation or connection with BISDiv or Bayside.
 - The Voting Members will endeavour to elect Directors and to nominate their terms of directorship in such a way that approximately half of the Directors positions terms finish at each Annual General Meeting of the Company.
22. The Voting Members may remove any Director or Directors (including a Director appointed by the Board pursuant to Clause 26) from the Board by simple majority vote, at any time.
23. The Voting Members in general meeting may exercise all other powers available to them under the Law or this Constitution.

Powers of the Board

24. The Board of the Company may exercise all such powers and do all such acts and things as are within the scope of this Constitution in the management and control of the activities, business and affairs of the Company subject to:
- a. Any act or thing that is required to be exercised or done by the Company in General Meeting either by this Constitution or by statute; or
 - b. Any statute or regulation from time to time made by the Company in General Meeting;

25. The Board may at any time and from time to time make any rules and regulations in pursuance of its powers provided that:
- a. such rules and regulations must be consistent with this Constitution; and
 - b. any such rules or regulations may be altered or revoked by the Members in General Meeting.
26. At any time, the Board may appoint not more than 3 people, who are not Voting Members of the Company, as Directors, for terms specified by the Board, by a simple majority vote of the Board.

The aim of this provision is to allow the Board to appoint as Directors people who, for example, lack medical qualifications but who may have skills which will assist the Board.

The Board may also fill any casual vacancy caused by a person ceasing to be a Director by resolving by simple majority to appoint any Voting Member as a replacement Director. Any director appointed to fill a casual vacancy in this manner may only be appointed for a term which expires at the next Annual General Meeting of the Company.

The Board may also terminate the appointment of any person appointed as a Director by the Board, at any time, by a simple majority vote by the Board.

27. Where the Board does not have at least the minimum number of Board members contemplated by Clause 18, it may not take any action until:
- a. it has appointed further Directors to fill casual vacancies; or
 - b. the Members appoint sufficient Directors; or
 - c. a combination of both;
- so that the Board does have at least the minimum number of Board members contemplated by Clause 18.

Proceedings of the Board

28. The Board shall cause true and accurate minutes to be made -
- a. Of all appointments of officers;
 - b. Of names of people present at all meetings of the Company and of the Board;
 - c. Of all proceedings at all meetings of the Company and of the Board.

Provided such minutes are true and accurate, such minutes shall be signed by the chairman of the next succeeding meeting of that type verifying their accuracy.

29. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit. One-third of the Directors acting together may, at any time, summon a meeting of the Board, provided reasonable notice is given to every Director.
30. Questions arising at any meeting of the Board must be decided by a majority of votes of Directors entitled to vote of the resolution. Section 248G(2) of the Law, in relation to the chair's casting vote, does not apply.
31. The quorum necessary for the transaction of the business of the Board shall be four Directors and the quorum must be present at all times during the meeting. Where there are less than four directors of the Company in total (i.e. not just at a particular meeting, but rather considering all directors), the Board may meet to appoint additional Directors using their power under clause 26, but for no other purpose.
32. A Director shall not vote in respect of any contract or proposed contract with the Company in which that person is interested, and if that person does so vote their vote shall not be counted.
33. All acts done by any meeting of the Board or of a sub committee or by any person acting as a Director shall - notwithstanding that it is afterwards discovered that there is some defect in the appointment of any such Director or person, acting as aforesaid, or any of them, were disqualified - be as valid as if every person had been duly appointed and was qualified to be a Director.

General Meetings

Annual General Meetings

34. The first Annual General Meeting must be held within twelve months of incorporation.
35. After the first Annual General Meeting, the Company must hold an Annual General Meeting at least once in each calendar year and within four months after the end of its financial year.
36. All general meetings other than the Annual General Meeting are called extraordinary general meetings.
37. At each Annual General Meeting the Board must provide the meeting with the financial report, the Directors' report and the Auditor's report for the financial year that ended most recently before the Annual General Meeting.
38. The chairman of the Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the Meeting to ask questions about or make comments on the management of the Company.

Convening Meetings

39. An extraordinary general meeting may be convened by one-third of Directors , acting together, whenever they consider it appropriate. Section 249C of the Law does not apply.
40. The Secretary is responsible for advising all Members (and Directors) of general meetings. At least 21 days notice must be given of all general meetings, unless the Law provides otherwise.
41. Notice of general meetings must be given to a Member or Director;
 - a. Personally; or
 - b. By posting to the address for the Member in the register of Members or to an alternative address (if any) nominated by the Member; or
 - c. By sending it to the fax number or electronic (for example, e-mail) address (if any) nominated by the Member; or
 - d. By any other method agreed by the Members in general meeting.
42. Notice of general meetings must clearly state the nature of the business to be discussed at the meeting and must otherwise comply with the Law.

Right of Members to call extraordinary general meeting

43. The Directors must call and arrange to hold an extraordinary general meeting on the request of 10% of Voting Members.
44. The request must:
 - a. Be in writing; and
 - b. State any resolution to be proposed at the meeting; and
 - c. Be signed by the Voting Members making the request; and
 - d. Be given to the Secretary or any Director.
45. The Board must call the meeting within twenty-one (21) days after the request is given to the Secretary or Board. The meeting is to be held not later than two months after the request is given to the Secretary or any Director.

Proceedings at General Meetings

46. No business may be transacted at any general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.

47. The quorum for a general meeting is equal to:
- if there are less than 20 members in total, then the quorum is five members;
- if there 20 members or more in total, then the quorum is equal to the number of Directors currently appointed, multiplied by 2, plus 1.
The provisions of s249T(1) of the Law do not apply.
48. On a show of hands every person present who is a Voting Member shall have one vote and on a poll every Voting Member present in person shall have one vote.
49. It is intended that members will be able to vote by postal ballot in relation to the election of Directors. Votes cast by postal ballot must be received by the Secretary (or otherwise, in the manner prescribed by the Board) at least 24 hours prior to the meeting at which the election of Directors is to be held. Votes cast by postal ballot, in that way, will be considered as being equivalent to the presence of the member voting, when assessing whether a quorum is present in relation to the issue being voted upon.

The Board may make policies to facilitate and regulate postal balloting by members. The Board may, by resolution of the Board, extend the use of postal balloting at general meetings of members to issues other than the election of Directors, if they consider that practical and appropriate given the nature of the issue to be considered. Unless the Board resolves otherwise, votes cast by postal ballot must be received by the Secretary (or otherwise, in the manner prescribed by the Board) at least 24 hours prior to the meeting at which they are intended to be effective.

Proxies

50. A Voting Member of a Company may appoint a person as the Voting Member's proxy to attend and vote for the Voting Member at the meeting.
51. A proxy appointed to attend and vote for a Voting Member has the same rights as the Voting Member:
- a. To speak at the meeting; and
 - b. To vote (but only to the extent allowed by the appointment); and
 - c. To join in the demand for a poll.
52. An appointment of proxy is valid if it is signed by the Voting Member making the appointment and contains the following information:
- a. The Voting Member's name and address;
 - b. The Company's name;
 - c. The proxy's name or the name of the office held by the proxy; and
 - d. The meetings at which the appointment may be used.

53. For an appointment of a proxy for a general meeting to be effective, the following documents must be received by the Company at least 48 hours before the meeting:
- a. The proxy's appointment;
 - b. If the appointment is signed by the appointor's attorney - the authority under which the appointment was signed or a certified copy of the authority.

Accounts

54. The end of financial year for the Company is 30 June. The Board shall cause proper accounting and other records to be kept as required by the Law.
55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two Directors, or in such other manner as the Board from time to time determines.

The Company must maintain a separate bank account entitled "South East Alliance of General Practice – Brisbane Ltd Gift Fund Account" (the "gift fund"). All donations to the Company must be deposited into this account, and subsequently used only for the purposes set out in Clause 2 of this Constitution. The gift fund must otherwise be operated in accordance with the guidelines set out in Taxation Ruling TR 2000/12 issued by the Australian Taxation Office (or subsequent replacement rulings).

If the gift fund:

- a. is wound up; or
- b. loses endorsement pursuant to Subdivision 30-BA of the Income Tax Assessment Act 1997 ("ITAA 1997");

then:

- c. the Deputy Commissioner of Taxation must be notified of the above event; and
- d. any money remaining after satisfaction of all debts and liabilities must be transferred to some other fund, authority or institution to which income tax deductible gifts can be made pursuant to Subdivision 30-B of the ITAA 1997.

56. The Company must report to the Members for a financial year by:
- a. Making available to Members copies of -
 - i. Financial report for the year;
 - ii. The Directors report for the year;
 - iii. The Auditors report for the financial year; or

- b. Making available to Members a concise report for the year that complies with this constitution.
57. The concise report for a financial year consists of:
- a. A concise financial report for the year drawn up in accordance with the accounting standards prescribed by the Law;
 - b. The Directors report for the year;
 - c. A statement by the Auditor -
 - i. That the financial report has been audited; and
 - ii. Whether, in the Auditors opinion, the concise financial report complies with the accounting standard required by the Law.
 - d. A copy of any qualification in, and of any statements included in the auditors report; and
 - e. A statement that the report is a concise report and that the full financial report and auditors report will be sent to the Member free of charge if the Member asks for them.

Audit

58. A properly qualified, independent auditor or auditors must be appointed and his or their remuneration fixed and duties regulated in accordance with the Law. It is intended that the members will appoint the auditor, in general meeting.

At least once in every year, the accounts of the Company must be examined and the correctness of the financial statements ascertained by that auditor.

Application of income and assets

59. The income and assets of the Company, from whatever source they may be derived, must be applied exclusively to the promotion of the objectives of the Company as set out in this Constitution; and no portion thereof may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members of the Company PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officers, employees or servants of the Company or to any Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a reasonable commercial rate on money borrowed from any Member of the Company or reasonable and proper rent for premises demised or let by any Member of the Company.

60. Every Director, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in respect of which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the law in which relief is granted to him or her by the Court in respect of any negligence, default of duty or breach of trust.
61. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up during the time he or she is a Member or within one year afterwards, for payment of the debt and liabilities of the Company contracted before the time that which he or she ceased to be a Member and of the costs, charges and expenses of such winding up and for the adjustment of the rights of the contributors amongst themselves such amounts as may be required not exceeding ten dollars (\$10.00).
62. If on the winding up or dissolution of the Company, there remains after the satisfaction of all debts and liabilities any property whatsoever the same must not be paid to or distributed among the Members of the Company but must be given or transferred to an entity which 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 on the Company.
63. The Constitution of the Company must not be altered unless a special resolution is approved in writing by the Board and then passed by the Voting Members in general meeting.
64. Where any alteration to the Constitution occurs, the Board must notify the Commissioner of Taxation, if they consider the alteration is likely to impact on the Company's entitlement to endorsement as an Income Tax Exempt Charity.
65. The liability of the Members is limited by guarantee.