



Constitution of the Rural Doctors Workforce Agency Inc

ABN: 68 063 926 518
(Registered No. A0021664M)

As amended at 6 September 2013



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Constitution

Rural Doctors Workforce Agency Inc

1. NAME

The name of the Association shall be Rural Doctors Workforce Agency Inc. and hereinafter called "the Association".

2. DEFINITIONS

Act means the Associations Incorporation Act 1985 and subsequent amendments.

Allied Health Professional, Nurse or Midwife means a member of a profession for which registration is recognised by the Australian Health Practitioner Regulation Agency.

Board means the Board of Management of the Association.

General Practitioner has the meaning defined by the Royal Australian College of General Practitioners or the Australian College of Rural and Remote Medicine.

Doctor in Training means a medical practitioner undertaking general practice training.

International Medical Graduate means a medical practitioner whose primary medical qualification was obtained outside Australia.

Rural Specialist means a medical practitioner with significant rural experience and/or accredited to provide specialist services, other than general practice, in a rural public hospital.

Rural Medical Practitioner means a General Practitioner or other medical practitioner with significant rural experience and/or a rurally based practice.

Senior Employee means such person the Board determines as holding that position from time to time.

3. OBJECTS

The objects of the Association shall be:-

- 3.1 To improve the viability, sustainability of equitable distribution of medical services in rural and remote communities of South Australia, leading to improved health outcomes for rural and remote South Australians.
- 3.2 To improve recruitment and retention rates for rural medical practitioners, and to support the personal and professional lives of rural medical practitioners and their families.



- 3.3. To contribute to policy development related to health initiatives for rural and remote areas, and to maintain links with relevant stakeholders including Government bodies and Non Government Organisations, health providers and rural communities.
- 3.4. To provide and promote research, education and training relevant to health and the needs of medical practitioners in rural and remote areas, and to represent medical practitioners in the co-ordination of training.
- 3.5. To do all such other things as may be incidental to the attainment of such objects.

4. POWERS

- 4.1. The powers of the Association shall be the powers contained in the Act and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.
- 4.2. The Board shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association.

5. MANAGEMENT

- 5.1. The members of the Board shall be the members of the Association.
- 5.2. Subject to the transitional provisions in clause 5.19, management of the Association shall be vested in the Board of up to twelve persons which shall comprise:
 - 5.2.1. Four Rural Medical Practitioners who are appointed by the Board. Without limiting any other provision of this Constitution, the Rural Doctors Association of South Australia will be invited to put forward applications for the selection of each of the four Rural Medical Practitioner Board members as and when those positions become available in accordance with any procedure determined by the Board that is to be followed in relation to providing or inviting nominations for appointment to the Board and receiving recommendations in relation to such nominations under clause 5.4.
 - 5.2.2. Three persons appointed by the Board to provide the Board with expertise in legal issues, financial management, strategic relationships, or such other expertise related to the effective management and operation of the Board that the Board determines it requires at the time of appointment.
 - 5.2.3. Two Nursing, Midwifery or Allied Health Professionals who are appointed by the Board.
 - 5.2.4. One Rural Medical Practitioner who is an International Medical Graduate appointed by the Board.
 - 5.2.5. One Rural Specialist who is appointed by the Board.
 - 5.2.6. One Doctor in Training who is appointed by the Board.
- 5.3. The Board must meet at least 30 days before each Annual General Meeting, or such other period as the Board determines, to consider any unfilled or vacant Board positions or positions that the Board expects to become vacant at the conclusion of the next Annual General Meeting and future Board appointments.



- 5.4 The Board may by resolution develop and document selection criteria and guidelines that set out the experience, attributes, expertise, background and any other relevant matters to which the Board must have regard when considering and determining the appointment of Board members. The Board may also by resolution determine any procedure that is to be followed in relation to providing or inviting nominations for appointment to the Board and receiving recommendations in relation to such nominations.
- 5.5. The Office Bearers of the Association shall be the Chairperson and Treasurer who shall be elected by the Board from its members for a term of one year at a Board Meeting held immediately following the Annual General Meeting.
- 5.6. The Board may invite other persons to be Observers at its meetings. Such Observers shall be entitled to participate in meetings at the discretion of the Chairperson, but may not vote.
- 5.7 The term of all Board members appointed under clause 5.2 will commence at the conclusion of the Annual General Meeting after they are appointed by the Board and will continue until the conclusion of the third Annual General Meeting after that Annual General Meeting.
- 5.8 The Board shall meet as often as may be required to conduct the business of the Association and not less than four times each calendar year.
- 5.9 The quorum shall be 50% of the filled board positions, plus one.
- 5.10 The Chairperson or two other members of the Board shall have power to call a meeting of the Board. Notice of meetings shall be given at the previous Board meeting or by 7 days' written notice distributed to all Board members or in an emergency by such other notice as shall be ratified by the Board.
- 5.11 A meeting of the Board may be constituted by linking together a quorum of Board members by telephone or the internet or other audio/visual means.
- 5.12 An Office Bearer or member of the Board shall cease to hold such office upon:
 - 5.12.1 Resignation in writing delivered to the premises or an office bearer of the Board;
 - 5.12.2 Absence for three successive Board meetings without explanation acceptable to the Board;
 - 5.12.3 Unanimous vote of the remainder of the Board that the position will be declared vacant because the duties of the position have not been performed in a proper and acceptable manner provided that notice of motion to declare the position vacant has been given to the members, and that the person the subject of the motion shall be provided with an opportunity to speak on the motion.
 - 5.12.4 Disqualification by the Act through bankruptcy or conviction of a serious offence involving dishonesty.

- 5.13 The Board may from time to time appoint a person as a co-opted member of the Board to fill a Board position that has not been filled or becomes vacant and may subsequently remove that person as a co-opted member of the Board. The term of a co-opted Board member will be set by the Board but must not exceed the term of the Board Member vacancy that the co-opted Board member has been appointed to fill. Except as provided by this Constitution, co-opted Board members are to be treated the same as Board members appointed under clause 5.2, having the same rights, privileges, responsibilities and obligations as those Board members, including the right to vote at meetings of the Board.
- 5.14 The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 5.15 The Board may appoint for specific purposes sub-committees of Board members and other appropriate persons who shall meet as they see fit or as directed by the Board and who shall report to the Board. The Board may vary or revoke the appointment of any sub-committee.
- 5.16 Board members may express the views and interests of any organisation or group which they represent or of which they are a member, but must vote in the interests of the Association and to carry out its objects.
- 5.17 Board members must not vote in any decision in which they or a close associate have a financial interest and must not use their position to obtain any financial or other advantage for themselves or for a close associate.
- 5.18 The Board shall appoint a Public Officer who shall notify the Corporate Affairs Commission of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is appointed to the position by the Board. The Public Officer shall be responsible for custody and use of the Association's seal and ensure that it is affixed and witnessed by the Chief Executive Officer and the Chairperson (or his/her nominee).
- 5.19 Notwithstanding any other clause of this Constitution and for transitional purposes, the term of all Board members holding office immediately prior to 6 September 2013 will be determined by reference to clauses 5.2, 5.6 and 5.12 of the Constitution (as applicable) that were in place immediately prior to that date. Any person who is appointed as a Board member on or after 6 September 2013 will be subject to clauses 5.2, 5.7 or 5.13 (as applicable) of the Constitution applicable on or after that date. For the avoidance of doubt, the number of Board members may exceed twelve persons by the number of Board members holding office immediately prior to 6 September 2013 but only in respect of those persons and only for so long as those persons continue to hold office under the rules of this Constitution that were in place immediately prior to 6 September 2013.

6. GENERAL MEETINGS

- 6.1 The Annual General Meeting shall be held at least once in each calendar year and not more than five months after the close of the financial year.
- 6.2 The business of the Annual General Meeting shall be:-
- 6.2.1 To confirm the minutes of the preceding Annual General Meeting;
 - 6.2.2 To receive the Annual Report for the previous financial year;
 - 6.2.3 To receive the audited financial statements for the previous financial year;



- 6.2.4 To announce the commencement of the term of nominated and selected members;
- 6.2.5 To conduct any other business placed on the agenda before the commencement of the meeting.
- 6.3 A Special General Meeting shall be called by the Chairperson within 28 days of receipt of a directive of the Board or a written request of three Board members specifying the business to be conducted at the meeting.
- 6.4 Written notice of not more than 28 days and not less than 14 days of all General Meetings shall be distributed to all Board members, displayed at the premises occupied by the Association and otherwise publicised as appropriate.
- 6.5 A quorum at any General Meeting shall be 50% of the filled Board positions plus one.
- 6.6 The Annual General Meeting or any Special General Meeting may be constituted by linking together a quorum of members by telephone or the internet or other audio/visual means.
- 6.7 The Annual General Meeting and all General Meetings if held in person shall be open to any Rural Medical Practitioner and to other persons invited by the Board, who if present shall be entitled to vote at the meeting. Resolutions of such a General Meeting shall be tabled for consideration at the subsequent meeting of the Board.

7. VOTING

- 7.1 Voting shall be by show of hands except that:
 - 7.1.1 Any meeting may by show of hands require any other vote to be by secret ballot;
 - 7.1.2 Where a meeting of the Board is held by telephone or other audio linking, voting shall be by verbal statement unless the meeting requires the vote to be taken in some other manner.
- 7.2 Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson.

8. CHAIRPERSON

- 8.1 The Chairperson shall chair Board and General meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of a meeting another member may be elected as chairperson for that meeting.
- 8.2 The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 8.3 The Chairperson together with the Senior Employee shall prepare the agenda for Board and General Meetings.
- 8.4 The Chairperson shall ensure that notice of meetings is given in accordance with the provisions of this Constitution.
- 8.5 The Chairperson shall ensure that in accordance with the Act records are kept of the Association including the Constitution and policies, records of members, a register of minutes of meetings and of notices, and records of public statements submissions or reports made by or on behalf of the Association.



- 8.6 The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.
- 8.7 The Chairperson shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Board or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two members of the Board.

9. TREASURER

- 9.1 The Treasurer shall ensure that all monies received are paid into an account authorised by the Board in the name of the Association. Payments shall be as petty cash, cheque or by electronic funds transfer. Cheques shall be signed by two authorised signatories of whom there shall be no more than six appointed by the Board. Electronic funds transfer shall be authorised by two authorised signatories of which there shall be no more than six appointed by the Board. Major or unusual expenditures shall be authorised in advance by the Board.
- 9.2 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any Board member.
- 9.3 The Treasurer shall ensure that Financial Budgets and Statements are prepared and submitted to each Board Meeting.
- 9.4 The Treasurer shall ensure that annual Financial Statements comprising an account of Income and Expenditure and a Balance Sheet shall be prepared following the end of the Association's financial year.
- 9.5 The Treasurer shall ensure that the annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be appointed by the Board, provided that where the auditor is changed the Treasurer shall so inform the Annual General Meeting in the Treasurer's Report.

10. FINANCIAL YEAR

The Association's financial year shall commence on 1st July and end on 30th June unless altered at a General Meeting.

11. EMPLOYEES

- 11.1 A person performing paid work for the Association on a regular substantial basis:
- 11.1.1 Shall not be a member of the Board; and
 - 11.1.2 Shall remain absent from any deliberations if so requested by a majority of the Board.

12. AMENDMENT OF CONSTITUTION AND RULES

- 12.1 The Board by three-fourths majority vote of those Board members present and voting at the relevant meeting may repeal or amend this Constitution and may make, repeal or amend Rules or Bylaws for the proper administration of meetings or business provided that such Rules, and such repeal or amendments, shall be notified at the subsequent Annual General Meeting.
- 12.2 The Association shall advise the Commissioner of Taxation of any material changes to the Constitution.



13. LIABILITY, PROPERTY AND DISSOLUTION

- 13.1 Persons who with the authority of the Board incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.
- 13.2 The income property and funds of the Association shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relative of members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
- 13.3 On dissolution all property whether real or personal remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:-
 - 13.3.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;
 - 13.3.2 Such other body shall similarly be approved pursuant to Division 30 of the Income Taxation Assessment Act 97;
 - 13.3.3 The Association shall not be dissolved except by approval of not less than three-fourths members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all members; and
 - 13.3.4 In the event of dissolution of the Association, the Commissioner of Taxation must be advised.

14 GIFT FUND

The Association may establish a Gift Fund for the purposes of achieving the objectives of the Association as outlined in Clause 3.

All gifts of money, property or any other assets will comprise the Gift Fund and will be accounted for separately from any other funds received by the Association.

On dissolution, any assets remaining after the payment of any debts or liabilities attributable to the Gift Fund shall be transferred to a similar organisation in accordance with Clause 13 of this Constitution.

15. CIRCUMSTANCES NOT PROVIDED FOR

If any circumstances shall arise which are not provided for by this Constitution, then subject to any direction given by resolution of a General Meeting, the Board may determine what action shall be taken to carry out the objects of the Association and to ensure its efficient administration, and any act of the Board so taken shall be as valid as if specifically authorised by this Constitution.